MARVEL
SECRET
WARS
PRELUDE

THE ROAD TO 2015'S EVENT TO END ALL EVENTS, *SECRET WARS* — AN EPIC MORE THAN 30 YEARS IN THE MAKING!

From the senses-staggering climax of 1984's original *Secret Wars* saga to the origin of Miles Morales, the new Ultimate Spider-Man, it's all been leading up to this. And Marvel's master planner, Jonathan Hickman, has long been planting seeds for the story only he could write. The Ultimates encounter an enemy more powerful than the gods — and Reed Richards is its leader! Doctor Doom deals with dangers from a universe he created! And the Illuminati reunite to face the reality-destroying threat of the Incursions! War is coming — be ready!

Collecting *New Avengers (2013) #1-3, Marvel Super Heroes Secret Wars #10-12, Fantastic Four (1961) #611, Ultimate Comics Spider-Man (2011) #1* and *Ultimate Comics Ultimates #4* — written by Jonathan Hickman, Jim Shooter and Brian Michael Bendis; and illustrated by Steve Epting, Mike Zeck, Ryan Stegman, Sara Pichelli and Esad Ribic.

MARVEL

SECRET WARS

PRELUDE

MARVEL
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APPROVED BY THE COMICS CODE AUTHORITY
#10 IN A TWELVE-ISSUE LIMITED SERIES
MARVEL SUPER HEROES™
SECRET WARS™
AGAINST THE BEYONDER. . . TO THE DEATH!
ZECK AND ROSS
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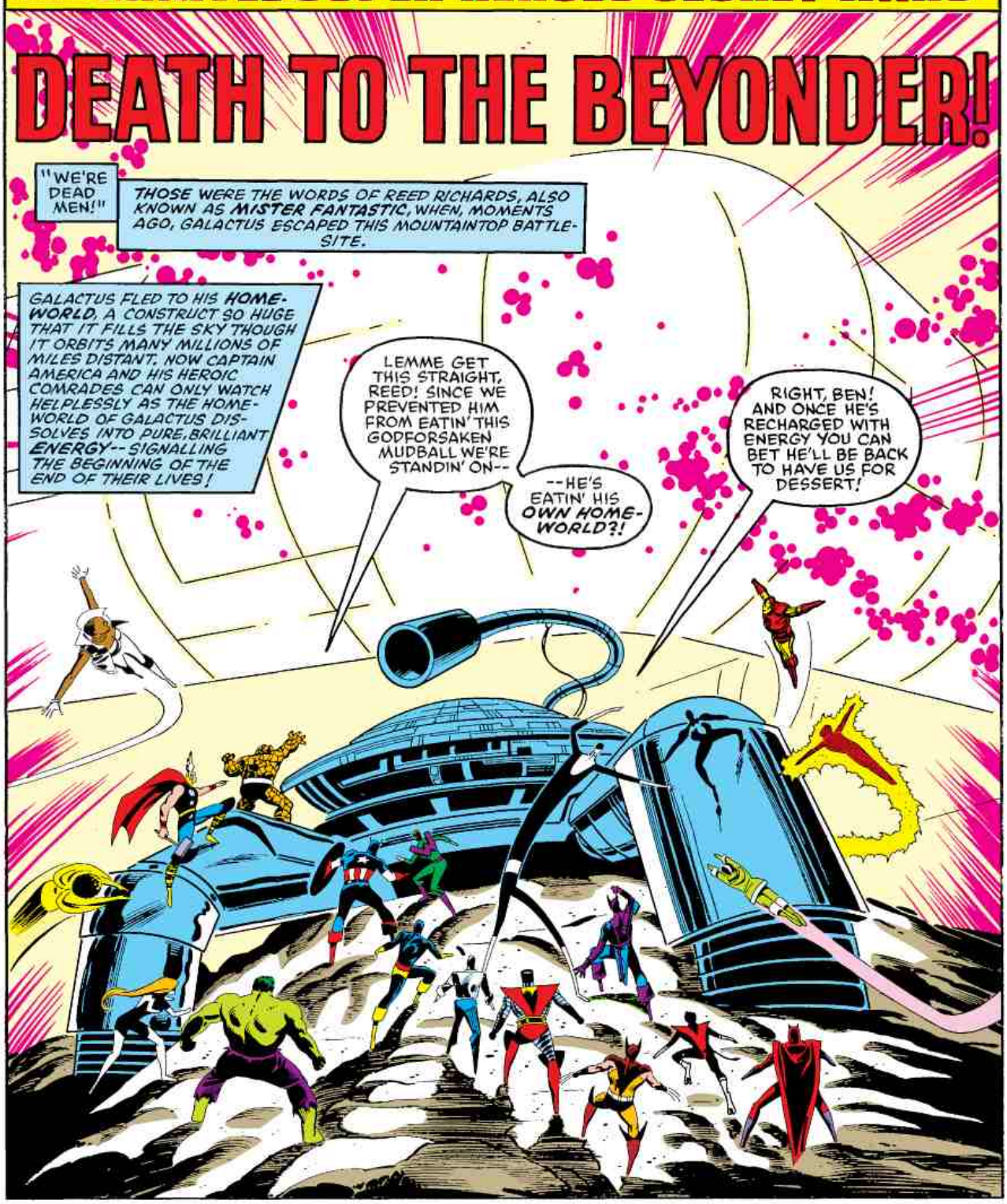
Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all have been gathered to fight the ultimate war. After fighting many epic battles, the heroes were drawn into an all-out, desperate struggle with the mighty *Galactus*, devourer of worlds. Now, though they have successfully driven Galactus away, they find that their seeming victory has only sealed their fate.

Stan Lee PRESENTS: MARVEL SUPER HEROES™ SECRET WARS™

DEATH TO THE BEYONDER!



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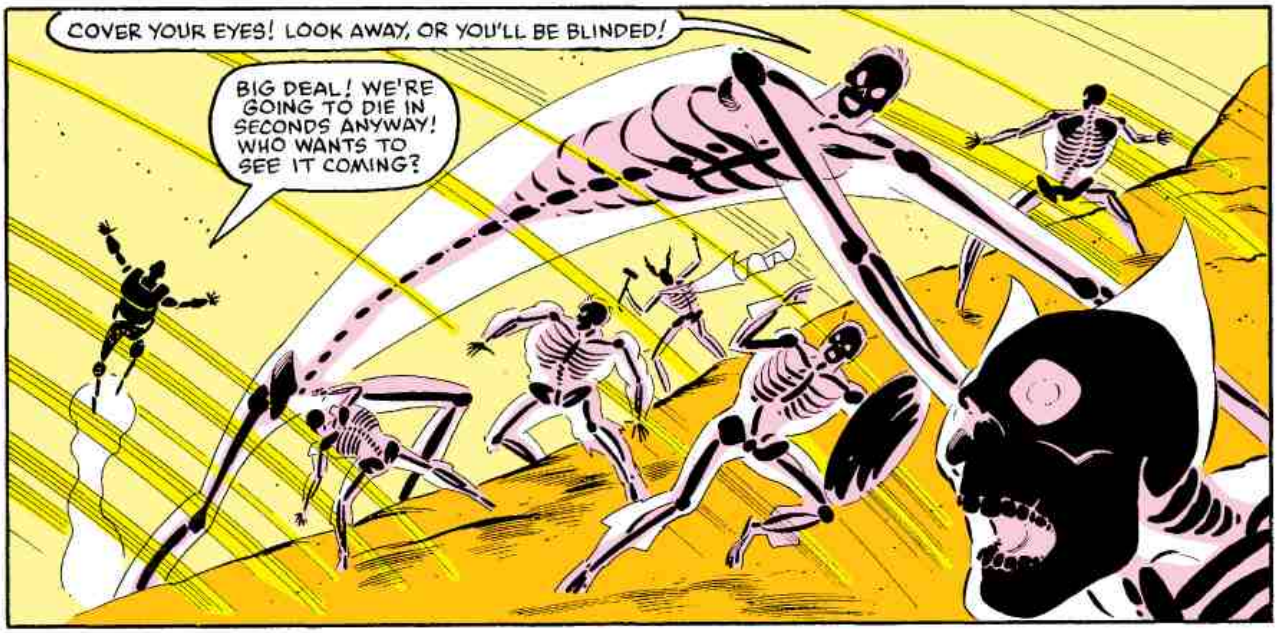
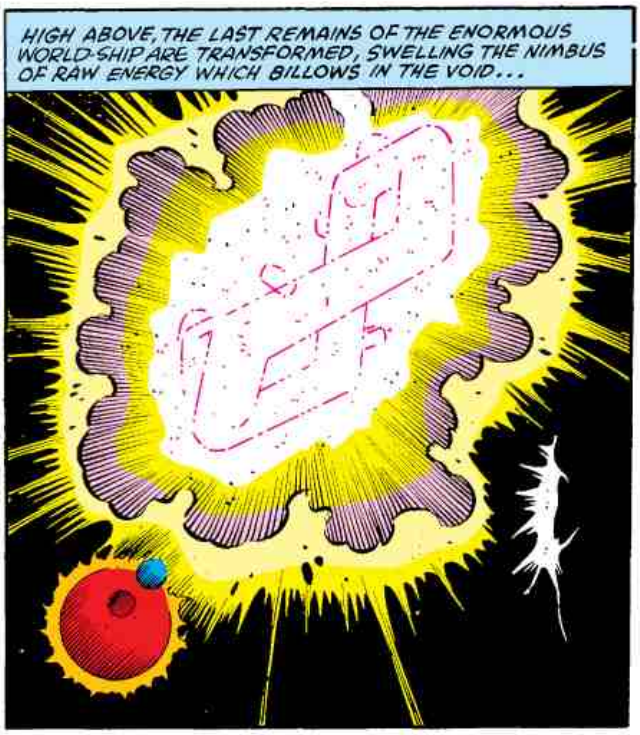
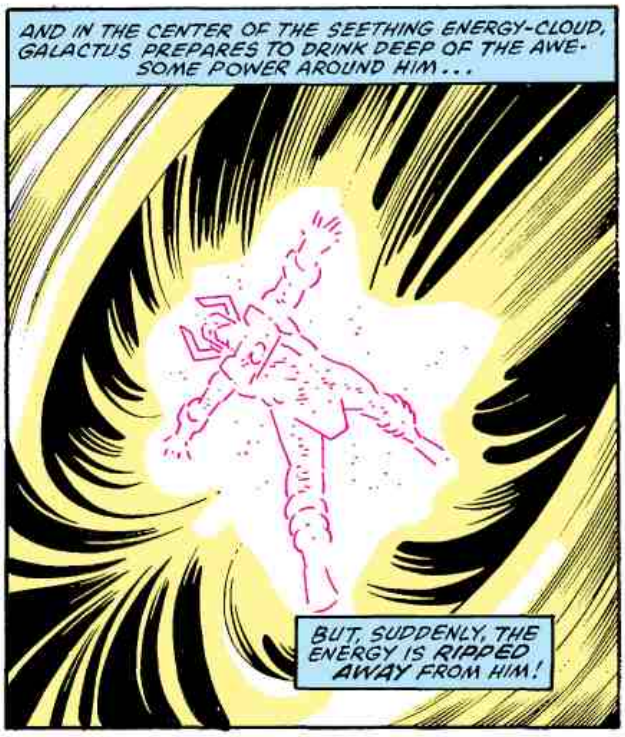
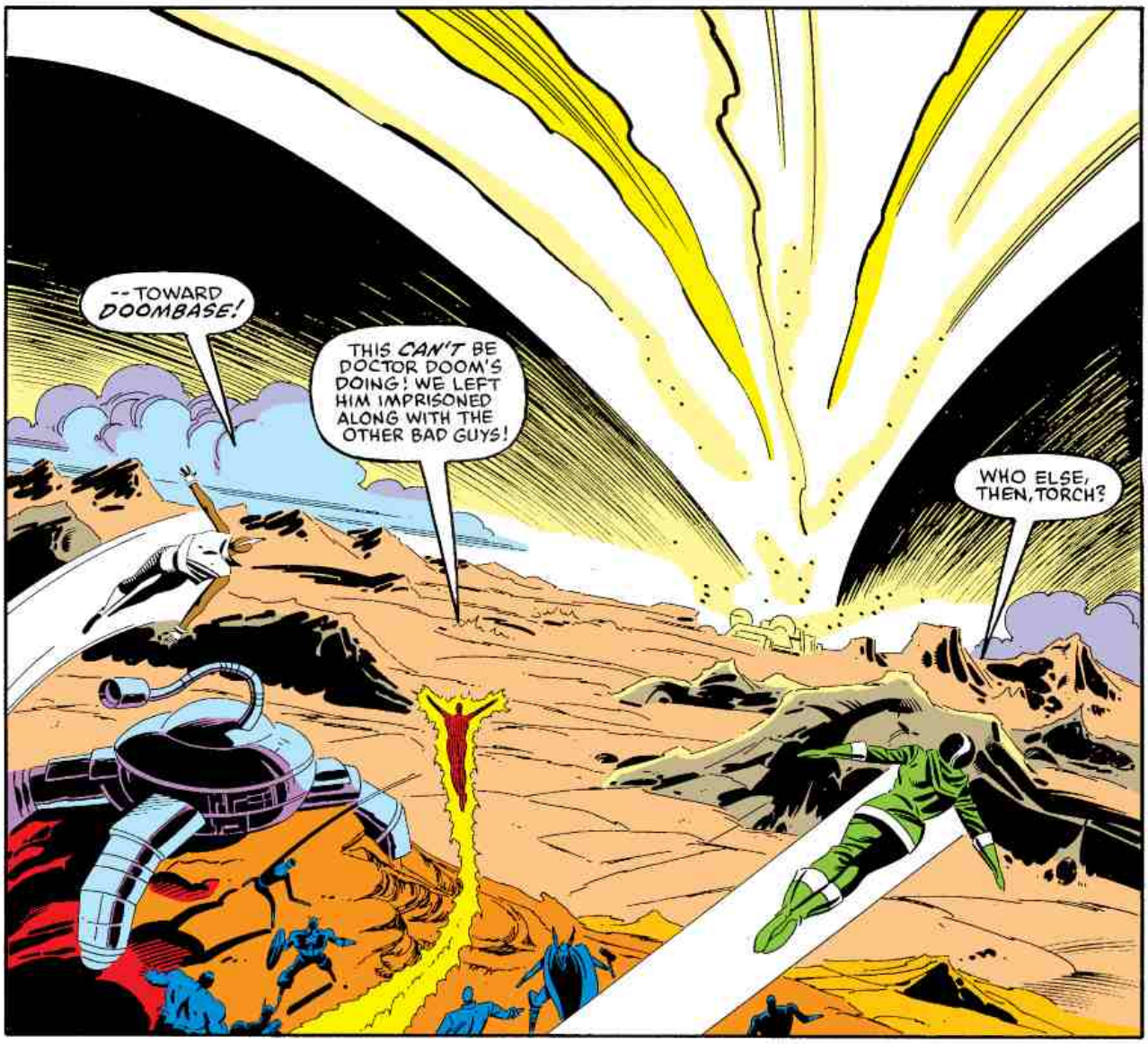

COVER YOUR EYES! LOOK AWAY, OR YOU'LL BE BLINDED!
BIG DEAL! WE'RE GOING TO DIE IN SECONDS ANYWAY! WHO WANTS TO SEE IT COMING?

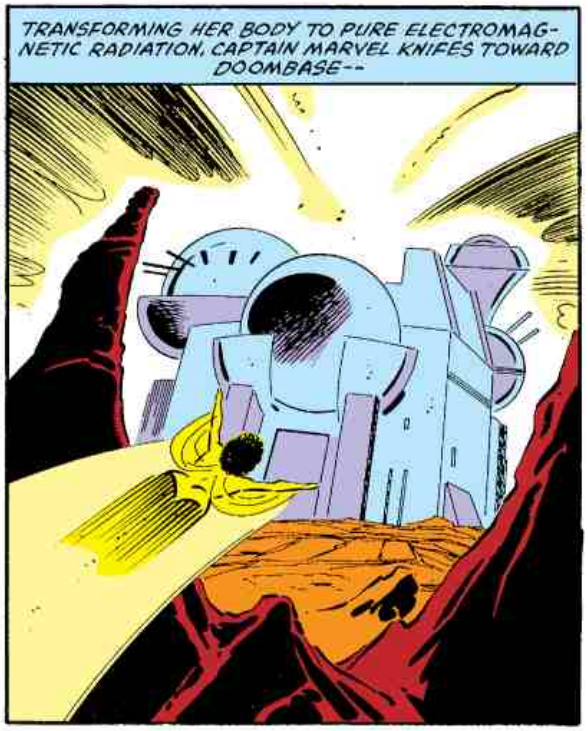

HIGH ABOVE, THE LAST REMAINS OF THE ENORMOUS WORLD-SHIP ARE TRANSFORMED, SWELLING THE NIMBUS OF RAW ENERGY WHICH BILLOWS IN THE VOID...


AND IN THE CENTER OF THE SEETHING ENERGY-CLOUD, GALACTUS PREPARES TO DRINK DEEP OF THE AWESOME POWER AROUND HIM...
BUT, SUDDENLY, THE ENERGY IS RIPPED AWAY FROM HIM!

BELOW...
WHAT'S GOING ON?
I-I'M NOT SURE!
THE ENERGY--! IT'S MOVING! THAT WAY--

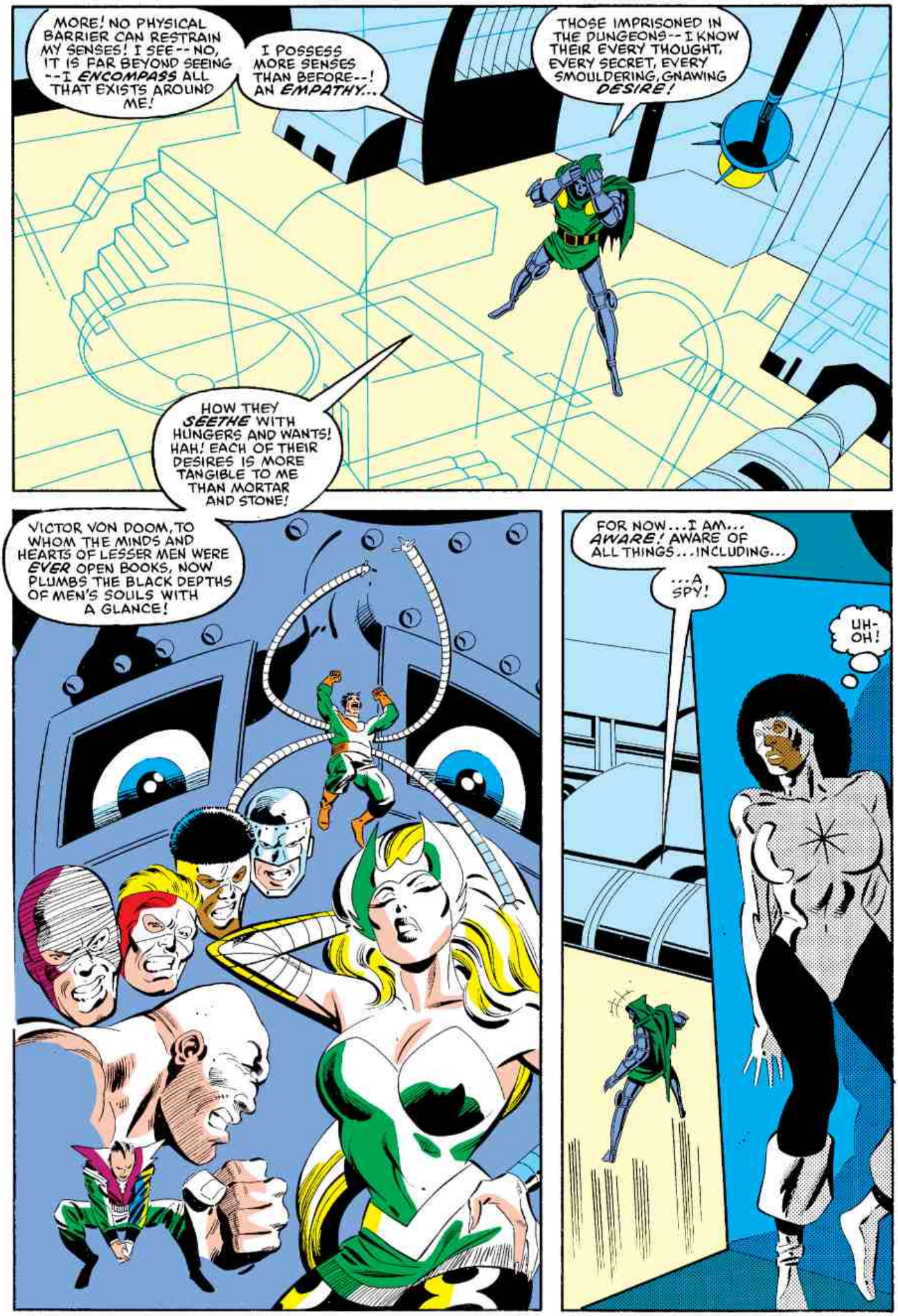

--TOWARD DOOMBASE!
THIS CAN'T BE DOCTOR DOOM'S DOING! WE LEFT HIM IMPRISONED ALONG WITH THE OTHER BAD GUYS!
WHO ELSE, THEN, TORCH?

WE'LL SOON SEE!
CAPTAIN MARVEL! GO RECONNOITER! FAST!
ON MY WAY AT THE SPEED OF LIGHT, CAP!


TRANSFORMING HER BODY TO PURE ELECTROMAGNETIC RADIATION, CAPTAIN MARVEL KNIFES TOWARD DOOMBASE--

--AND, SPLIT SECONDS LATER...
INCREDIBLE! SOMEHOW DOOM ESCAPED THE CELL WE LOCKED HIM IN... AND CONSTRUCTED THAT FANTASTIC MACHINE...
...AND IT LOOKS LIKE HE'S USING IT TO DRAW ALL THAT ENERGY INTO HIMSELF!
I'D BETTER GET BACK AND TELL CAPTAIN AMERICA... AND MISTER FANTASTIC! THEY'LL KNOW WHAT TO MAKE OF THIS!
CAPTAIN MARVEL! STAND FAST! THIS IS PROFESSOR X!
I AM TELEPATHICALLY LINKING YOUR MIND TO REED RICHARDS'S, ALLOWING HIM TO SEE THROUGH YOUR EYES!
HE IS BEST QUALIFIED TO INTERPRET FOR US THE MEANING AND SIGNIFICANCE OF THE EVENTS YOU ARE WITNESSING!

IT IS FINISHED! THE POWER IS MINE!
WHAT--WHAT IS HAPPENING?
BY THE DARK GODS! MY LEAST WHIM ALTERS THE WORLD AROUND ME! SUCH IS THE POWER COURSING WITHIN ME THAT STONE AND STEEL ARE WISPS OF NOTHING WHICH BEND AND TRANSFORM IN SLAVISH OBEDIENCE TO MY MEREST STRAY THOUGHT!
I MUST CONTROL THIS...SEPARATE THE GOSSAMER MATERIAL WORLD FROM MY ALL-POWERFUL THOUGHTS...BEFORE REALITY AND MY IMAGINATION BECOME AS ONE--HOPELESSLY INTERMINGLED!
AH!
WHAT NOW?
MY SENSES HAVE EXPANDED! OF COURSE! OMNISCIENCE IS OF NECESSITY A COROLLARY OF OMNIPOTENCE! A... SIDE EFFECT!
I--I FEEL EVERY CELL...EVERY ATOM! THEIR TEXTURES--! THEIR QUIVERING MOVEMENTS--! THE DANCE OF INFINITY...


MORE! NO PHYSICAL BARRIER CAN RESTRAIN MY SENSES! I SEE-- NO, IT IS FAR BEYOND SEEING --I ENCOMPASS ALL THAT EXISTS AROUND ME!
I POSSESS MORE SENSES THAN BEFORE--! AN EMPATHY...
THOSE IMPRISONED IN THE DUNGEONS-- I KNOW THEIR EVERY THOUGHT, EVERY SECRET, EVERY SMOULDERING, GNAWING DESIRE!
HOW THEY SEETHE WITH HUNGERS AND WANTS! HAH! EACH OF THEIR DESIRES IS MORE TANGIBLE TO ME THAN MORTAR AND STONE!
VICTOR VON DOOM, TO WHOM THE MINDS AND HEARTS OF LESSER MEN WERE EVER OPEN BOOKS, NOW PLUMBS THE BLACK DEPTHS OF MEN'S SOULS WITH A GLANCE!
FOR NOW...I AM... AWARE! AWARE OF ALL THINGS...INCLUDING...
...A SPY!
UH-OH!

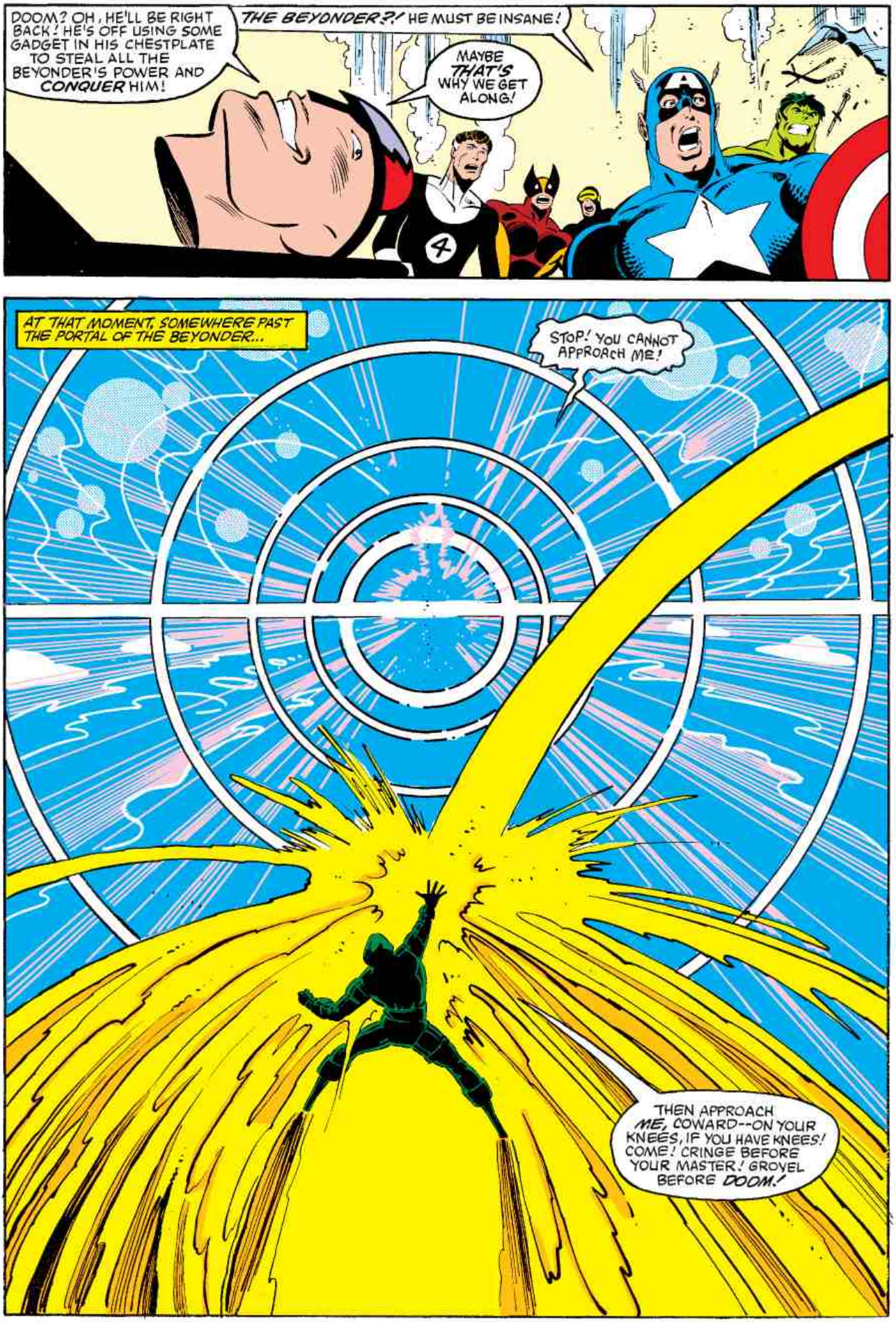
AT THAT MOMENT...
SOMETHING'S WRONG! THE MIND-LINK HAS BEEN CUT OFF!
THAT'S NOT GOOD! CAPTAIN MARVEL'S IN TROUBLE!
QUICK! TO THE X-MEN'S SHIP!
BUT...
THAT THING ISN'T FLYING ANYWHERE! THOSE BOULDERS MUST'VE BEEN THROWN ONTO IT DURING THE BATTLE WITH GALACTUS!
AND OUR SHIP WAS WRECKED, TOO! WHAT'S PLAN "B"?
THOSE OF YOU WHO CAN TRAVEL FAST, HEAD FOR DOOMBASE AND AID CAPTAIN MARVEL! TAKE WHATEVER ACTION AGAINST DOOM YOU DEEM NECESSARY! THOR WILL BE IN COMMAND!
NO! WAIT! IT IS NOT NECESSARY TO DIVIDE OUR FORCES! EVERYONE INTO THE SHIP!
I SEE WHAT MAGNETO IS THINKING! PLEASE DO AS HE SAYS!
THIS THING'S REALLY DEAD! EVEN THE LIGHTS ARE OUT! EVERY POWER CELL WAS SMASHED!
NO MATTER! I AM THE POWER!
RRRRUMMMMMMMMMMBLE
IT'S MOVING! WE'RE AIRBORNE!
UNBELIEVABLE!
AFTER ALL WE'VE SEEN LATELY? ARE YOU KIDDIN'?

WOW! THIS CRATE NEVER FLEW THIS FAST UNDER ITS OWN POWER! RIGHT, CYKE?
HARD TO TELL, NIGHT-CRAWLER!
AMAZING! LOOKS LIKE YOU MANAGED TO LIVE UP TO YOUR OWN HYPE, MAGNETO!
I GATHER, CAPTAIN AMERICA, THAT YOU WOULD HAVE PREFERRED THAT I FAIL! OR... WAS THAT REMARK, PERHAPS, INTENDED TO BE A "WELL DONE" FOR WHICH I SHOULD HUMBLY THANK YOU.
AT EASE, MISTER!
ALLIES SHOULD BE "AT EASE" WITH ONE ANOTHER! WHAT TROUBLES YOU? IS IT MY AWESOME POWER? ARE YOU JEALOUS? AFRAID? OR IS IT MERELY BECAUSE I AM A MUTANT THAT YOU ARE NOT "AT EASE"?
NOW THAT YOU MENTION IT, THE FACT THAT YOU TRIED TO KILL ALL OF US HERE SEVERAL TIMES AS PART OF VARIOUS EVIL SCHEMES FOR WORLD CONQUEST IS PRETTY HARD TO FORGET ENTIRELY!
BUT PROFESSOR XAVIER VOUCHED FOR YOU, SO I'M ALLOWING YOU TO BE AMONG US! I HAVE NO QUALMS ABOUT HIM OR THE REST OF THE MUTANTS... THE X-MEN!
MAYBE YOU OUGHT TO, BUB!
STAY OUT OF THIS WOLVERINE!
NOT A CHANCE!
WHAT YOU DON'T UNDERSTAND, CAP'N, IS THAT WE MUTANTS ARE AT WAR! ALWAYS HAVE BEEN, ALWAYS WILL BE!
YOU, WITH YOUR HIGH-FALUTIN' IDEALS--YOU'RE THE CHAMPION OF THE AMERICAN DREAM, FIGHTIN' FOR LIBERTY AND JUSTICE--
--BUT ONLY FOR YOUR OWN KIND! FOR HUMANS... FOR REGULAR AMERICANS! BUT YOU JUST STAND BY WHILE MUTANTS ARE BEING PERSECUTED, DON'T YOU? WHEN HAVE YOU EVER FOUGHT FOR OUR RIGHTS?

SOME OF THE GOD-FEARIN' AMERICANS YOU PROTECT HATE MUTANTS--AND WHEN THEY COME AFTER US, IT'S A LOT LIKE HOW THE NAZIS WENT AFTER THE JEWS!
XAVIER WANTS US TO HIDE... TRY TO HELP HUMANITY... EARN ACCEPTANCE... FIT IN!
BUT WHEN THEY'RE THREATENIN' YOU AND YOURS, IT'S EASY TO PLAY IT LIKE MAGNETO DID--! FIGHT BACK--! TAKE THE OFFENSIVE--! DRIVE 'EM INTO THE SEA IF YOU HAVE TO...
NOW, THOUGH, PROFESSOR X HAS CONVINCED MAGGIE TO LAY OFF... STOP TAKING THE EXPEDIENT ROUTE...STOP USING NOBLE ENDS TO JUSTIFY VIOLENT MEANS... AN' STILL YOU WON'T LAY OFF! SORT OF MAKES ME WONDER IF MAGNETO WAS RIGHT..
NOTHING JUSTIFIES TERRORISM... OR MURDER!
TERRORISTS--! THAT'S WHAT THE BIG ARMY CALLS THE LITTLE ARMY!
I USED TO HAVE SOME RESPECT FOR YOU...
MEANWHILE...
SO...THE BEYONDER'S PORTAL REMAINS OPEN, THE BETTER TO VIEW THIS PLANET! CLEARLY HE REALIZES THAT THESE ARE CRITICAL MOMENTS!
JUST HOW CRITICAL IS FOR DOOM TO DECIDE!
WHEN THE BEYONDER BROUGHT US ALL HERE, HE TOLD US "SLAY YOUR ENEMIES, AND ALL YOU DESIRE SHALL BE YOURS..."
NOW I HAVE THE POWER TO SLAY EVERY BEING ON THIS PLANET WITH BUT A WAVE OF MY HAND! ALL THE "HEROIC" MINIONS OF CAPTAIN AMERICA ARE LIKE DUST TO ME!
SHOULD I SLAY THEM--? AND THEN, DEMAND SOME PRIZE FROM THE BEYONDER? WHAT WOULD I ASK FOR? WHAT COULD THE BEYONDER GIVE ME THAT IS NOT ALREADY WITHIN MY POWER?
ARE THOSE DUST-MOTE HEROES TRULY MY ENEMIES? OR... IS THERE NOW BUT ONE FOE IN ALL EXISTENCE WORTHY OF DOOM?
THE BEYONDER HIMSELF!
BE-YONDER! ORDER, ORDER, ORDER...
THE BEYONDER IS MIGHTY, THE BEYONDER IS TOUGH! BEATING HIM WILL BE PRETTY ROUGH!
SHOULD I SETTLE, THEN, FOR BEING SECOND, KLAW?
NO! I AM DOOM! AS LONG AS I KNEW THERE WAS ONE GREATER, I COULD NEVER REST!
BUT YOU DON'T HAVE A CHANCE! THAT WOULD DISCOURAGE SOME...
TRUE, HE IS GOLIATH... AND I AM DAVID...

DAVID HAD A SLING...AND KNEW A WEAKNESS OF HIS FOE'S WHICH HE MIGHT EXPLOIT!
I KNOW SOMETHING OF THE BEYONDER--FOR, WHEN FIRST HE SPIRITED US TO THIS WORLD, I ATTEMPTED TO INVADE HIS PORTAL AND WAS BRUTALLY REPELLED--BUT NOT BEFORE MY ARMOR'S COMPUTERS ANALYZED HIS ENERGIES!*
* ISSUE # 1!
A FEW SIMPLE ADJUSTMENTS, BASED UPON THAT DATA--AND BORROWING SOME TECHNOLOGY FROM THE DEVICE GALACTUS MEANT TO USE TO ABSORB THE ENERGY OF THIS PLANET.
--AND I HAVE MY "SLING" CONCEALED IN THE BREASTPLATE OF MY ARMOR!
I MUST GET VERY CLOSE, INDEED, TO THE BEYONDER IF I HOPE TO USE IT, HOWEVER--WITHIN AN ARM'S LENGTH.
BUT THEN, DAVID HAD TO BRAVE THE GIANT'S SPEARS TO DRAW WITHIN RANGE! AND NOW, KLAW, I GO TO... "WALK THROUGH THE VALLEY OF THE SHADOW OF DEATH..."
FAREWELL!
AT THAT MOMENT...
KATHOOM
HE'S GONE! DOOM IS NO LONGER WITHIN THIS STRUCTURE!
CHECK ON THE OTHER PRISONERS! QUICK!
MOMENTS LATER, IN THE DUNGEON, MANY LEVELS BELOW...
EVERYBODY'S STILL BOTTLED UP.. EXCEPT DOOM, OF COURSE!
BUT I DON'T SEE KLAW ANYWHERE!
YOU'RE RIGHT, TORCH! WE'D BETTER START SEARCHING! THIS IS A B-I-I-G FORT!
SPIDER-MAN, I THINK PROFESSOR X MIGHT BE ABLE TO TRACE HIM TELEPATHICALLY!
IF THAT'S POSSIBLE, NIGHTCRAWLER, LET'S HEAD BACK UPSTAIRS!

AND, IN THE LAB...
WHA-WHAT ON--! OHH!
WHAT IS IT, SPIDER-WOMAN?
CAPTAIN MARVEL--! SHE'S... THERE'S SOMETHING WRONG!
DOOM MUST HAVE FORCIBLY CHANGED HER TO HER LIGHT FORM... AND FROZEN HER THAT WAY! SHE'S BECOME A LIVING HOLOGRAM!
YOU'RE RIGHT ABOUT THE LADY OF LIGHT! LIGHT! ITE, ITE, ITE...
NO WONDER THEY CALL YOU MISTER FANTASTIC!
IT'S KLAW! OR... A PIECE OF HIM, ANYWAY!
HMM! I WOULD GUESS THAT DOOM SLICED AWAY MOST OF YOUR BODY AND USED IT TO MAKE THE ENERGY-LENSES FOR HIS POWER-ABSORBING DEVICE! CORRECT?
IT DIDN'T HURT AT ALL, BECAUSE I'M MADE OF SOLID SOUND! SOUND! OUND! OUND! OUND!
WHERE IS DOOM? WHAT IS HE UP TO?
KRAKABOOOM!
HOLEE MOTHER O' PEARL!

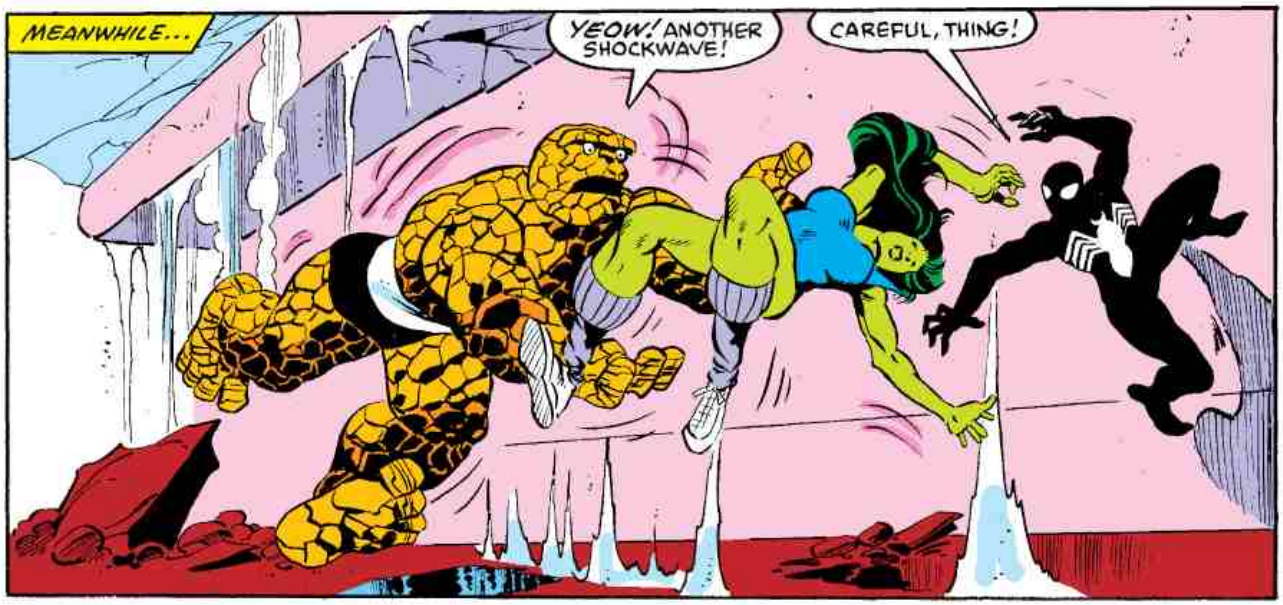

DOOM? OH, HE'LL BE RIGHT BACK! HE'S OFF USING SOME GADGET IN HIS CHESTPLATE TO STEAL ALL THE BEYONDER'S POWER AND CONQUER HIM!
THE BEYONDER?! HE MUST BE INSANE!
MAYBE THAT'S WHY WE GET ALONG!
AT THAT MOMENT, SOMEWHERE PAST THE PORTAL OF THE BEYONDER...
STOP! YOU CANNOT APPROACH ME!
THEN APPROACH ME, COWARD--ON YOUR KNEES, IF YOU HAVE KNEES! COME! CRINGE BEFORE YOUR MASTER! GROVEL BEFORE DOOM!

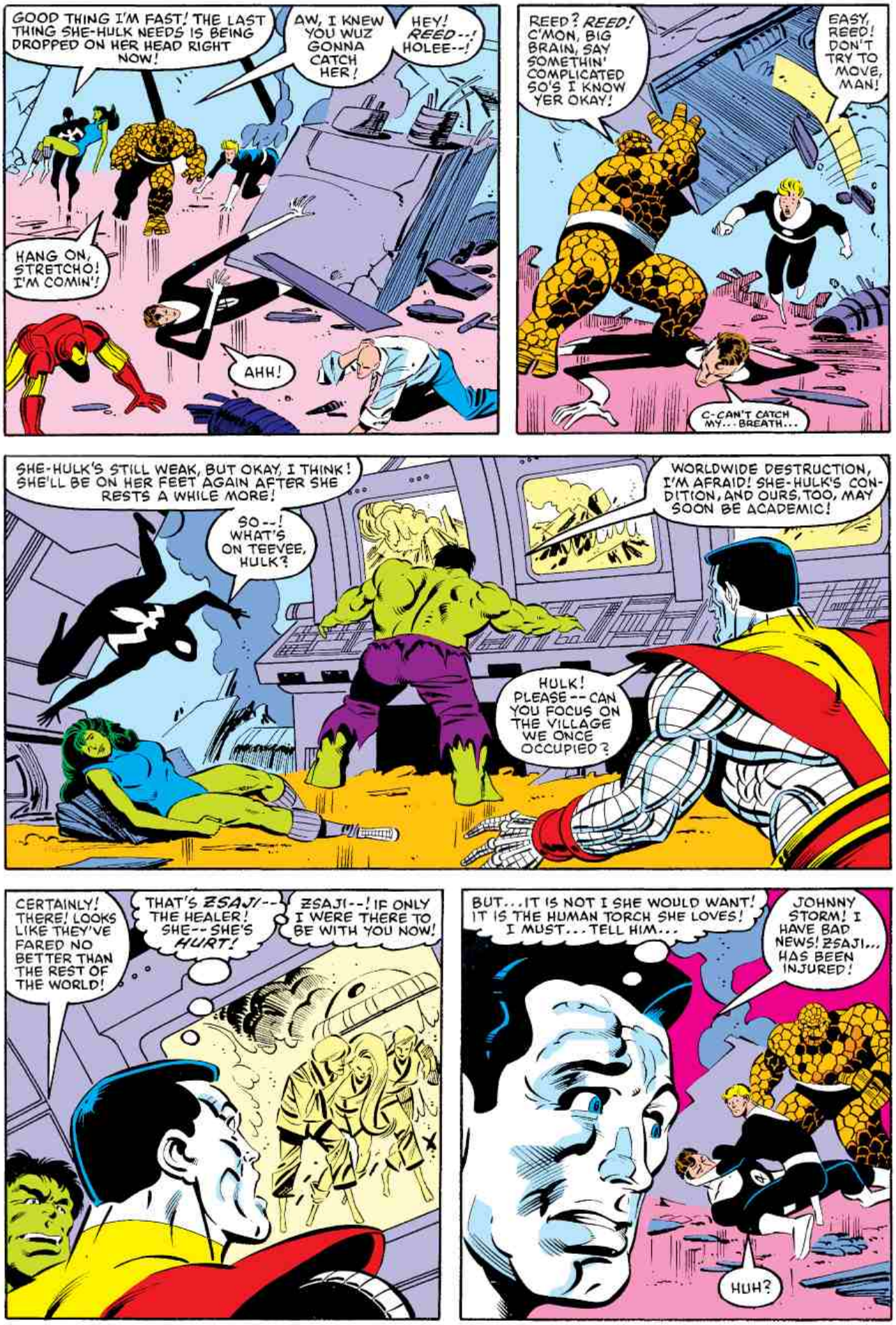
WHATEVER'S GOING ON OUT THERE, IT'S SHAKING THIS PLACE TO PIECES! AND THIS FORT COULD WITHSTAND A DIRECT HIT FROM AN H-BOMB!
SPIDER-MAN! THING! GET DOWN TO THE SICK BAY AND BRING SHE-HULK UP HERE! I'VE GOT A FEELING WE'RE GOING TO NEED EVERY SINGLE HAND SOON, WOUNDED OR NOT!
AH! THIS MONITOR'S STILL WORKING!
THERE'S THE BEYONDER'S PORTAL--DEFINITELY THE SOURCE OF THE DISTURBANCE! SHOCKWAVES EMANATING FROM THERE ARE CAUSING UPHEAVALS IN THE VERY FABRIC OF THE TIME-SPACE CONTINUUM FOR A HUNDRED CUBIC PARSECS!
ONLY VIOLENT MOVEMENT OF ENERGY ON AN UNIMAGINABLY GARGANTUAN SCALE COULD CAUSE THIS! THEY'RE FIRING FORCE-BOLTS AT EACH OTHER, PERHAPS...

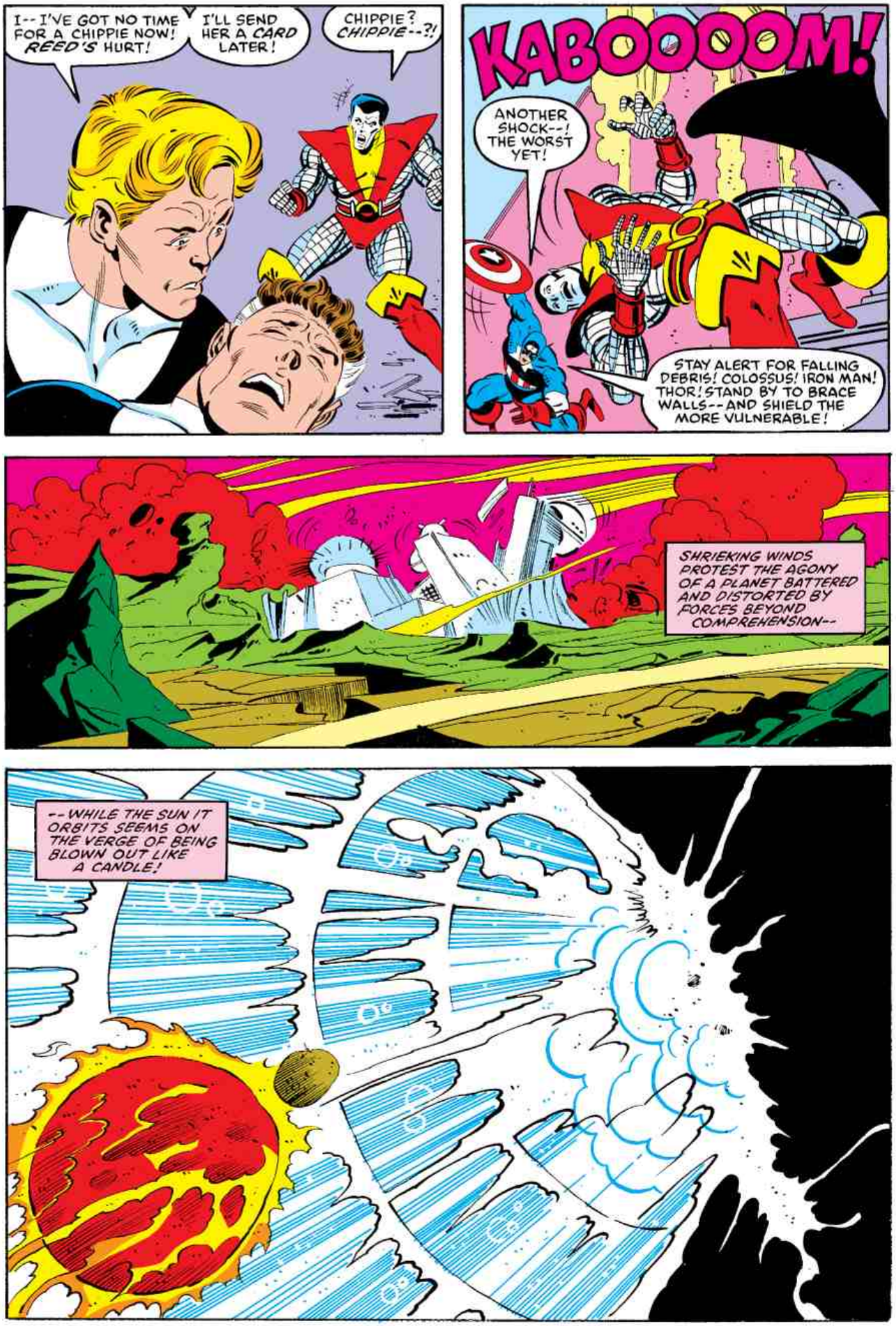
IF ONLY THIS EQUIPMENT WERE POWERFUL ENOUGH TO SEE INSIDE THE PORTAL!
CAN'T YOU SOUP IT UP, REED--? LIKE YOU DID MY ARMOR?

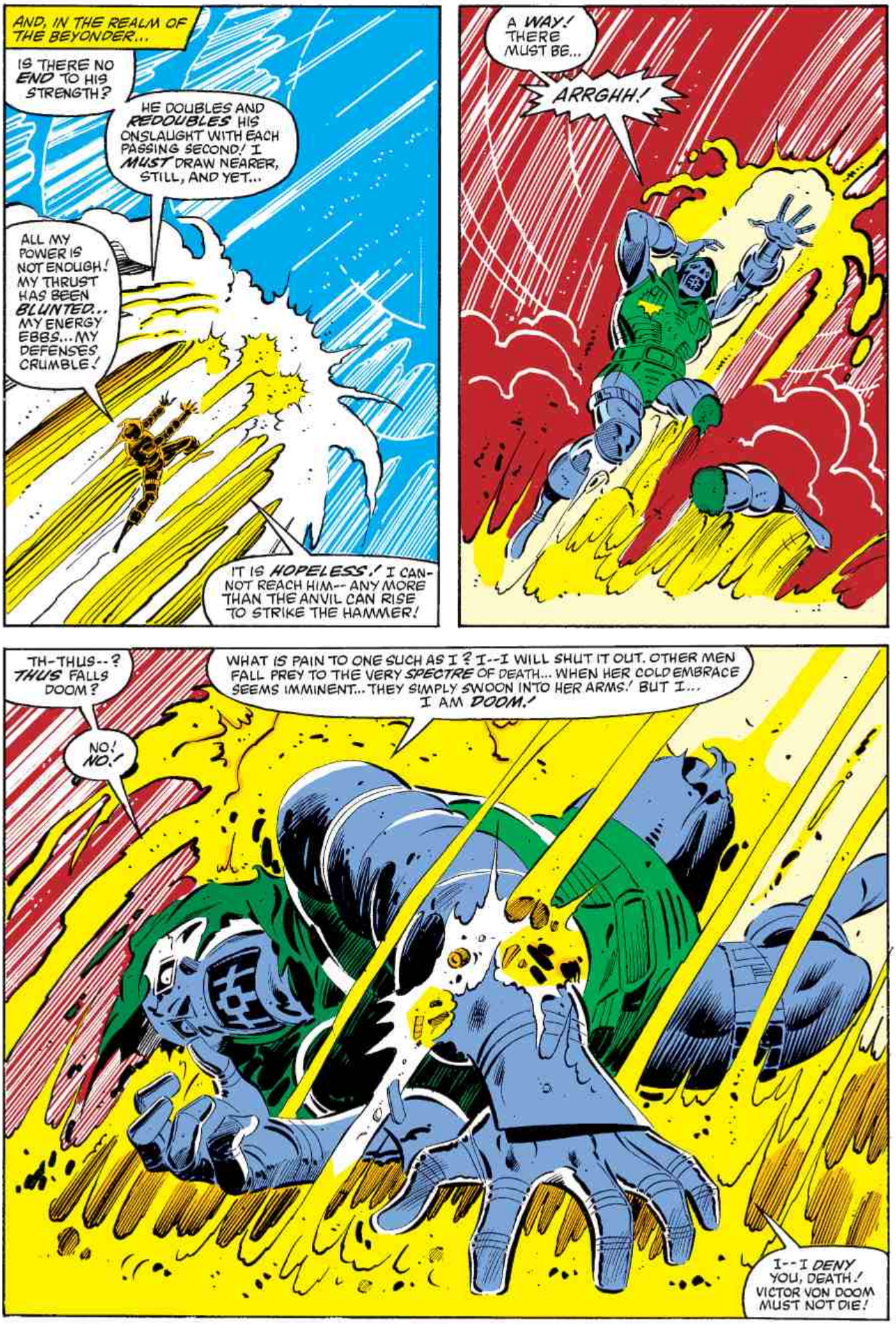
THERE'S NO TIME! NO MATTER, THOUGH! IT'S POWERFUL ENOUGH TO LOCATE GALACTUS SO I CAN BRING HIM BACK HERE... HELP HIM... REVITALIZE HIM!
WHAT--?! AIN'T WE GOT ENOUGH TROUBLE? WHAT IF HE TRIES TO KILL US AGAIN?

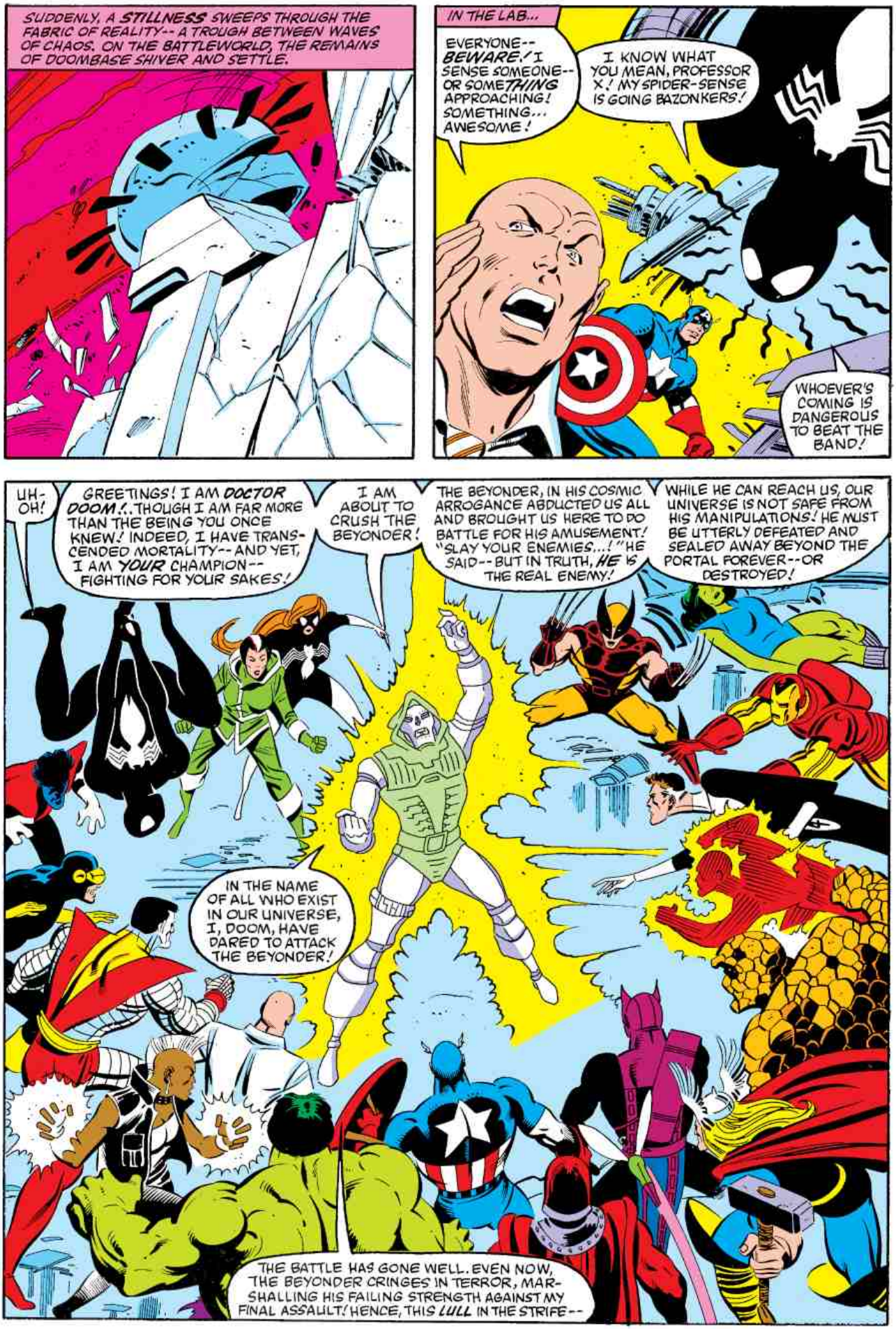
HE MAY... BUT IF DOOM SHOULD GIVE UP HIS ATTACK ON THE BEYONDER AND TURN HIS ATTENTION TO US AGAIN... THE ONLY WAY WE'D STAND A CHANCE IS WITH THE POWER OF GALACTUS ON OUR SIDE!
THERE HE IS! NOW IF WE CAN JUST LOCK A TRACTOR BEAM ON THOSE COORDINATES!

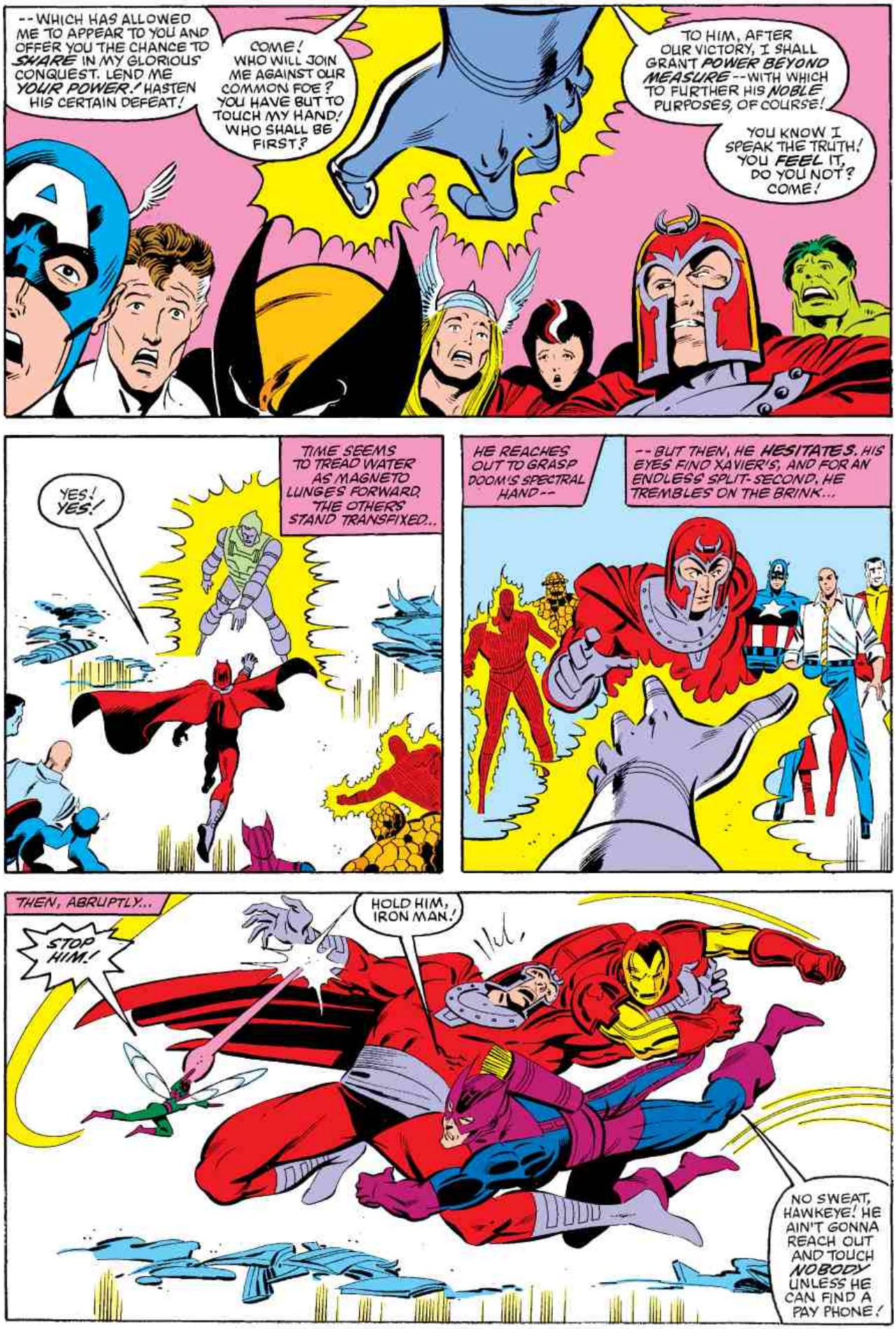

MEANWHILE...
YEOW! ANOTHER SHOCKWAVE!
CAREFUL, THING!

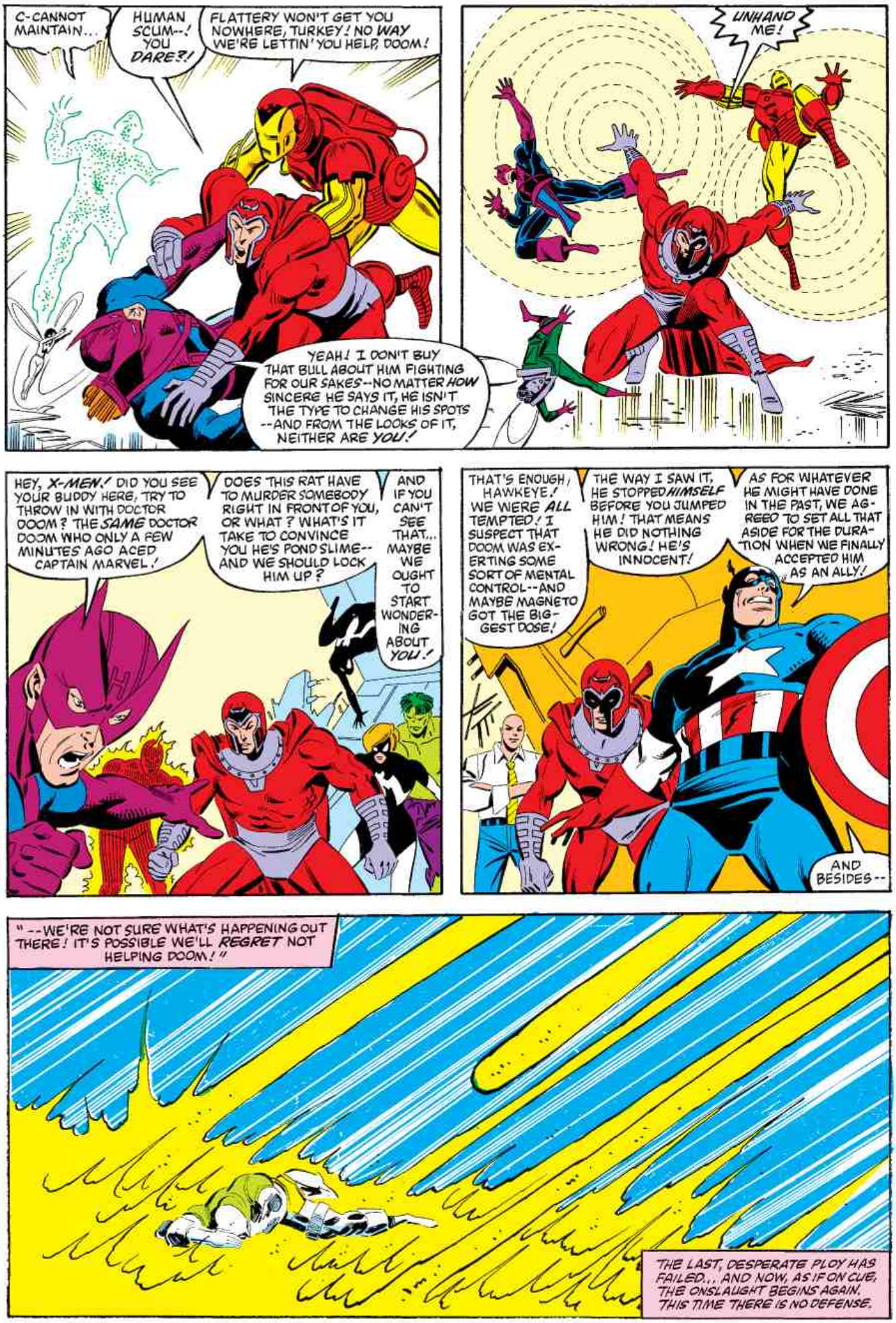

GOOD THING I'M FAST! THE LAST THING SHE-HULK NEEDS IS BEING DROPPED ON HER HEAD RIGHT NOW!
AW, I KNEW YOU WUZ GONNA CATCH HER!
HEY! REED--! HOLEE--!
HANG ON, STRETCHO! I'M COMIN'!
AHH!
REED? REED! C'MON, BIG BRAIN, SAY SOMETHIN' COMPLICATED SO'S I KNOW YER OKAY!
EASY, REED! DON'T TRY TO MOVE, MAN!
C-CAN'T CATCH MY... BREATH...
SHE-HULK'S STILL WEAK, BUT OKAY, I THINK! SHE'LL BE ON HER FEET AGAIN AFTER SHE RESTS A WHILE MORE!
SO--! WHAT'S ON TEEVEE, HULK?
WORLDWIDE DESTRUCTION, I'M AFRAID! SHE-HULK'S CONDITION, AND OURS, TOO, MAY SOON BE ACADEMIC!
HULK! PLEASE -- CAN YOU FOCUS ON THE VILLAGE WE ONCE OCCUPIED?
CERTAINLY! THERE! LOOKS LIKE THEY'VE FARED NO BETTER THAN THE REST OF THE WORLD!
THAT'S ZSAJI-- THE HEALER! SHE-- SHE'S HURT!
ZSAJI--! IF ONLY I WERE THERE TO BE WITH YOU NOW!
BUT... IT IS NOT I SHE WOULD WANT! IT IS THE HUMAN TORCH SHE LOVES! I MUST... TELL HIM...
JOHNNY STORM! I HAVE BAD NEWS! ZSAJI... HAS BEEN INJURED!
HUH?


I-- I'VE GOT NO TIME FOR A CHIPPIE NOW! REED'S HURT!
I'LL SEND HER A CARD LATER!
CHIPPIE? CHIPPIE--?!
KABOOOOM!
ANOTHER SHOCK--! THE WORST YET!
STAY ALERT FOR FALLING DEBRIS! COLOSSUS! IRON MAN! THOR! STAND BY TO BRACE WALLS--AND SHIELD THE MORE VULNERABLE!
SHRIEKING WINDS PROTEST THE AGONY OF A PLANET BATTERED AND DISTORTED BY FORCES BEYOND COMPREHENSION--
--WHILE THE SUN IT ORBITS SEEMS ON THE VERGE OF BEING BLOWN OUT LIKE A CANDLE!


AND, IN THE REALM OF THE BEYONDER...
IS THERE NO END TO HIS STRENGTH?
HE DOUBLES AND REDOUBLES HIS ONSLAUGHT WITH EACH PASSING SECOND! I MUST DRAW NEARER, STILL, AND YET...
ALL MY POWER IS NOT ENOUGH! MY THRUST HAS BEEN BLUNTED... MY ENERGY EBBS... MY DEFENSES CRUMBLE!
IT IS HOPELESS! I CANNOT REACH HIM-- ANY MORE THAN THE ANVIL CAN RISE TO STRIKE THE HAMMER!
A WAY! THERE MUST BE...
ARRGHH!
TH-THUS--? THUS FALLS DOOM?
NO! NO!
WHAT IS PAIN TO ONE SUCH AS I? I--I WILL SHUT IT OUT. OTHER MEN FALL PREY TO THE VERY SPECTRE OF DEATH... WHEN HER COLD EMBRACE SEEMS IMMINENT... THEY SIMPLY SWOON INTO HER ARMS! BUT I... I AM DOOM!
I--I DENY YOU, DEATH! VICTOR VON DOOM MUST NOT DIE!


SUDDENLY, A STILLNESS SWEEPS THROUGH THE FABRIC OF REALITY-- A TROUGH BETWEEN WAVES OF CHAOS. ON THE BATTLEWORLD, THE REMAINS OF DOOMBASE SHIVER AND SETTLE.
IN THE LAB...
EVERYONE-- BEWARE! I SENSE SOMEONE-- OR SOMETHING APPROACHING! SOMETHING... AWESOME!
I KNOW WHAT YOU MEAN, PROFESSOR X! MY SPIDER-SENSE IS GOING BAZONKERS!
WHOEVER'S COMING IS DANGEROUS TO BEAT THE BAND!
UH-OH!
GREETINGS! I AM DOCTOR DOOM!.. THOUGH I AM FAR MORE THAN THE BEING YOU ONCE KNEW! INDEED, I HAVE TRANSCENDED MORTALITY-- AND YET, I AM YOUR CHAMPION-- FIGHTING FOR YOUR SAKES!
I AM ABOUT TO CRUSH THE BEYONDER!
THE BEYONDER, IN HIS COSMIC ARROGANCE ABDUCTED US ALL AND BROUGHT US HERE TO DO BATTLE FOR HIS AMUSEMENT! "SLAY YOUR ENEMIES...!" HE SAID-- BUT IN TRUTH, HE IS THE REAL ENEMY!
WHILE HE CAN REACH US, OUR UNIVERSE IS NOT SAFE FROM HIS MANIPULATIONS! HE MUST BE UTTERLY DEFEATED AND SEALED AWAY BEYOND THE PORTAL FOREVER--OR DESTROYED!
IN THE NAME OF ALL WHO EXIST IN OUR UNIVERSE, I, DOOM, HAVE DARED TO ATTACK THE BEYONDER!
THE BATTLE HAS GONE WELL. EVEN NOW, THE BEYONDER CRINGES IN TERROR, MARSHALLING HIS FAILING STRENGTH AGAINST MY FINAL ASSAULT! HENCE, THIS LULL IN THE STRIFE--


--WHICH HAS ALLOWED ME TO APPEAR TO YOU AND OFFER YOU THE CHANCE TO SHARE IN MY GLORIOUS CONQUEST. LEND ME YOUR POWER! HASTEN HIS CERTAIN DEFEAT!
COME! WHO WILL JOIN ME AGAINST OUR COMMON FOE? YOU HAVE BUT TO TOUCH MY HAND! WHO SHALL BE FIRST?
TO HIM, AFTER OUR VICTORY, I SHALL GRANT POWER BEYOND MEASURE--WITH WHICH TO FURTHER HIS NOBLE PURPOSES, OF COURSE!
YOU KNOW I SPEAK THE TRUTH! YOU FEEL IT, DO YOU NOT? COME!
TIME SEEMS TO TREAD WATER AS MAGNETO LUNGES FORWARD. THE OTHERS STAND TRANSFIXED..
YES! YES!
HE REACHES OUT TO GRASP DOOM'S SPECTRAL HAND--
--BUT THEN, HE HESITATES. HIS EYES FIND XAVIER'S, AND FOR AN ENDLESS SPLIT-SECOND, HE TREMBLES ON THE BRINK...
THEN, ABRUPTLY...
STOP HIM!
HOLD HIM, IRON MAN!
NO SWEAT, HAWKEYE! HE AIN'T GONNA REACH OUT AND TOUCH NOBODY UNLESS HE CAN FIND A PAY PHONE!


C-CANNOT MAINTAIN...
HUMAN SCUM--! YOU DARE?!
FLATTERY WON'T GET YOU NOWHERE, TURKEY! NO WAY WE'RE LETTIN' YOU HELP, DOOM!
YEAH! I DON'T BUY THAT BULL ABOUT HIM FIGHTING FOR OUR SAKES--NO MATTER HOW SINCERE HE SAYS IT, HE ISN'T THE TYPE TO CHANGE HIS SPOTS --AND FROM THE LOOKS OF IT, NEITHER ARE YOU!
UNHAND ME!
HEY, X-MEN! DID YOU SEE YOUR BUDDY HERE, TRY TO THROW IN WITH DOCTOR DOOM? THE SAME DOCTOR DOOM WHO ONLY A FEW MINUTES AGO ACED CAPTAIN MARVEL!
DOES THIS RAT HAVE TO MURDER SOMEBODY RIGHT IN FRONT OF YOU, OR WHAT? WHAT'S IT TAKE TO CONVINCE YOU HE'S POND SLIME-- AND WE SHOULD LOCK HIM UP?
AND IF YOU CAN'T SEE THAT... MAYBE WE OUGHT TO START WONDERING ABOUT YOU!
THAT'S ENOUGH, HAWKEYE! WE WERE ALL TEMPTED! I SUSPECT THAT DOOM WAS EXERTING SOME SORT OF MENTAL CONTROL--AND MAYBE MAGNETO GOT THE BIGGEST DOSE!
THE WAY I SAW IT, HE STOPPED HIMSELF BEFORE YOU JUMPED HIM! THAT MEANS HE DID NOTHING WRONG! HE'S INNOCENT!
AS FOR WHATEVER HE MIGHT HAVE DONE IN THE PAST, WE AGREED TO SET ALL THAT ASIDE FOR THE DURATION WHEN WE FINALLY ACCEPTED HIM AS AN ALLY!
AND BESIDES--
"--WE'RE NOT SURE WHAT'S HAPPENING OUT THERE! IT'S POSSIBLE WE'LL REGRET NOT HELPING DOOM!"
THE LAST, DESPERATE PLOY HAS FAILED... AND NOW, AS IF ON CUE, THE ONSLAUGHT BEGINS AGAIN. THIS TIME THERE IS NO DEFENSE.

LONG MINUTES PASS, AND THEN, FINALLY...

...SILENCE.

SLOWLY, THE VICTOR APPROACHES.

GATHERING UP THE SAVAGED REMAINS, THE BEYONDER BEGINS TO PROBE--

-- SOON FOCUSING UPON THE APPARENT CENTER OF ITS FALLEN FOE'S BEING!

STIMULATION OF CERTAIN ELECTRO-CHEMICAL REACTIONS ELICITS A PARADE OF IMAGES, DANCING IN THE MIND'S EYE OF DOOM. THE BEYONDER PAYS CLOSE HEED --

-- AND SEES UNFOLDED BEFORE HIM THE LIFE-JOURNEY OF THIS CARRION HE HOLDS. HE SEES DOOM AS HE REMEMBERS HIMSELF FROM YEARS PAST, A GYPSY YOUTH, HANDSOME AND PROUD...

PROMINENT IS THE HAUNTING VISAGE OF DOOM'S MOTHER, THE HEALER, MAKER OF POTIONS-- CRUELLY PUT TO DEATH WHEN DOOM WAS BUT AN INFANT, SLAIN AT THE COMMAND OF A PETTY OFFICIAL FOR PRACTICING HER ARTS AFTER FAILING TO CURE AN AILING HORSE.

HE WITNESSES THE YOUNG MAN'S FINDING OF HIS MOTHER'S HIDDEN CACHE OF SORCEROUS AND SCIENTIFIC SECRETS AND THE GROWTH OF HIS OWN KNOWLEDGE OF SCIENCES BOTH PHYSICAL AND SUPRA-NORMAL.

HE OBSERVES DOOM'S DISCOVERY THAT HIS MOTHER'S SPIRIT FORM IS TRAPPED IN AN INFERNAL, EXTRA-DIMENSIONAL NETHERWORLD AND SEES THE TRAGIC ATTEMPT TO CONTACT HER, WHICH LEAVES HIS FACE A SCARRED RUIN.

FINALLY, HE BEHOLDS WHAT THESE EVENTS HAVE WROUGHT IN THE DARK REACHES OF THE HEART AND MIND OF DOOM AS THE IMAGES **CHANGE**-- REVEALING THE **DESIRES** WHICH RULE THIS SHATTERED MAN.

POWER! AS THOUGH USURPING CONTROL OVER THE DESTINIES OF OTHER MEN WOULD SERVE AS VENGEANCE AGAINST THE CRUELTY HEAPED UPON HIM BY FATE.

FREEDOM FOR HIS MOTHER'S SPIRIT, SEIZED AND HELD BY THE DEMONIC MEPHISTO IN HIS FIERY DIMENSION, AS PAYMENT FOR ARCANE KNOWLEDGE GRANTED TO HER.

RESTORATION OF HIS RAVAGED FACE--THE UNDOING OF THE HORROR HE HAS EVER KEPT HIDDEN BEHIND HIS GRIM IRON MASK.

FOR LONG MOMENTS, THE BEYONDER REFLECTS UPON THIS THING, **DESIRE**. HE PONDERS THE PASSION, THE BITTERNESS, THE HATRED WITH WHICH IT SEETHES-- THE **MYSTERY** OF IT.

BUT THERE IS MUCH ELSE TO INVESTIGATE... AND PERHAPS HE CAN LEARN MORE OF THIS **EMPTINESS--WHICH--DRIVES** BY EXPLORING OTHER ORGANS.

THE BILATERAL SYMMETRY OF HIS BEATEN FOE, THOUGH DAMAGED, IS STILL EVIDENT. THE BEYONDER STRIPS THE BODY, AND LEAVING ONE SIDE INTACT FOR COMPARISON, BEGINS DISSECTION.

THUS, THE **MASK** IS PULLED AWAY--

-- AND AS THE ICY VACUUM OF THE BEYONDER'S REALM WASHES ACROSS HALF OF DOOM'S BARED FACE--

--HE **AWAKENS**...

...AWAKENS FEELING HALF OF HIS BODY BEING PULLED APART...PEELED AWAY IN LAYERS...

THE AGONY, THE NAUSEA, AND THE **HORROR** ARE BEYOND IMAGINING, UTTER DEATH, ONLY SPLIT-SECONDS AWAY, OFFERS AN **ESCAPE**, WHICH ANY OTHER MORTAL WOULD GRATEFULLY ACCEPT...

...BUT **HE** IS DOOM!

THE **BREASTPLATE** HOVERS NEAR ...AND THE BEYONDER HIMSELF IS CLOSE AT HAND! HIS REMAINING ARM QUIVERS WEAKLY, ITS BATTERED FLESH LOATHE TO RESPOND--

--BUT HE IS **DOOM**!

AS HIS VISION BLURS, AND THE EBONY WARMTH CLOSES AROUND HIS CONSCIOUSNESS, HE FIGHTS ON, REACHING, GROPING...

KRAKABOOOM
NIGHTCRAWLER! TELEPORT OVER TO THE PROFESSOR! HELP HIM AVOID THE DEBRIS!
ANOTHER SHOCK!
THE BIGGEST YET! THE WHOLE PLACE IS COMING DOWN!
BAMF
AT ONCE, CYCLOPS!

EVERYBODY OUTSIDE! NO MATTER HOW BAD IT IS THERE, IT'S BETTER THAN HERE! THIS PLACE IS GOING FROM SHELTER TO TOMB IN A HURRY!
WHAT ABOUT YOU, CAP?
GO! I'LL FOLLOW IN A MINUTE!

MOMENTS LATER, IN THE DUNGEON...
GET US OUTTA HERE!
I'M TRYING, BUT THE STRUCTURE'S SHIFTED! THE DOORS ARE JAMMED--BUT I'LL FIND A WAY! HANG ON!

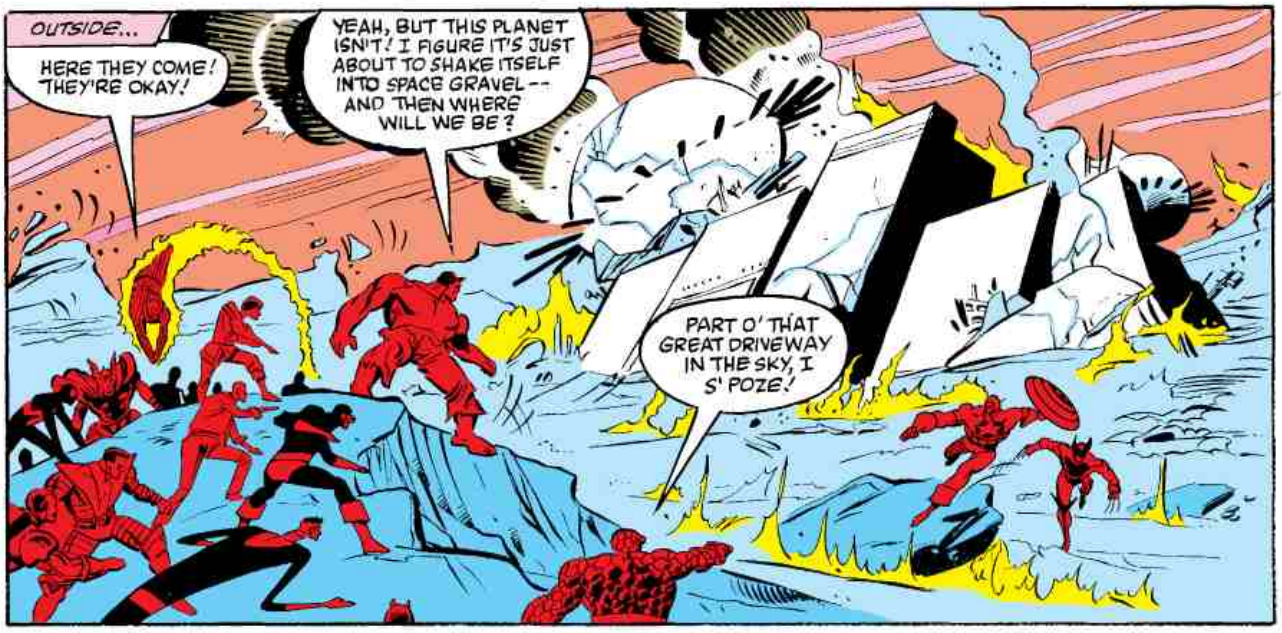
NEED HELP?
YES! HURRY, I'LL COVER YOU!

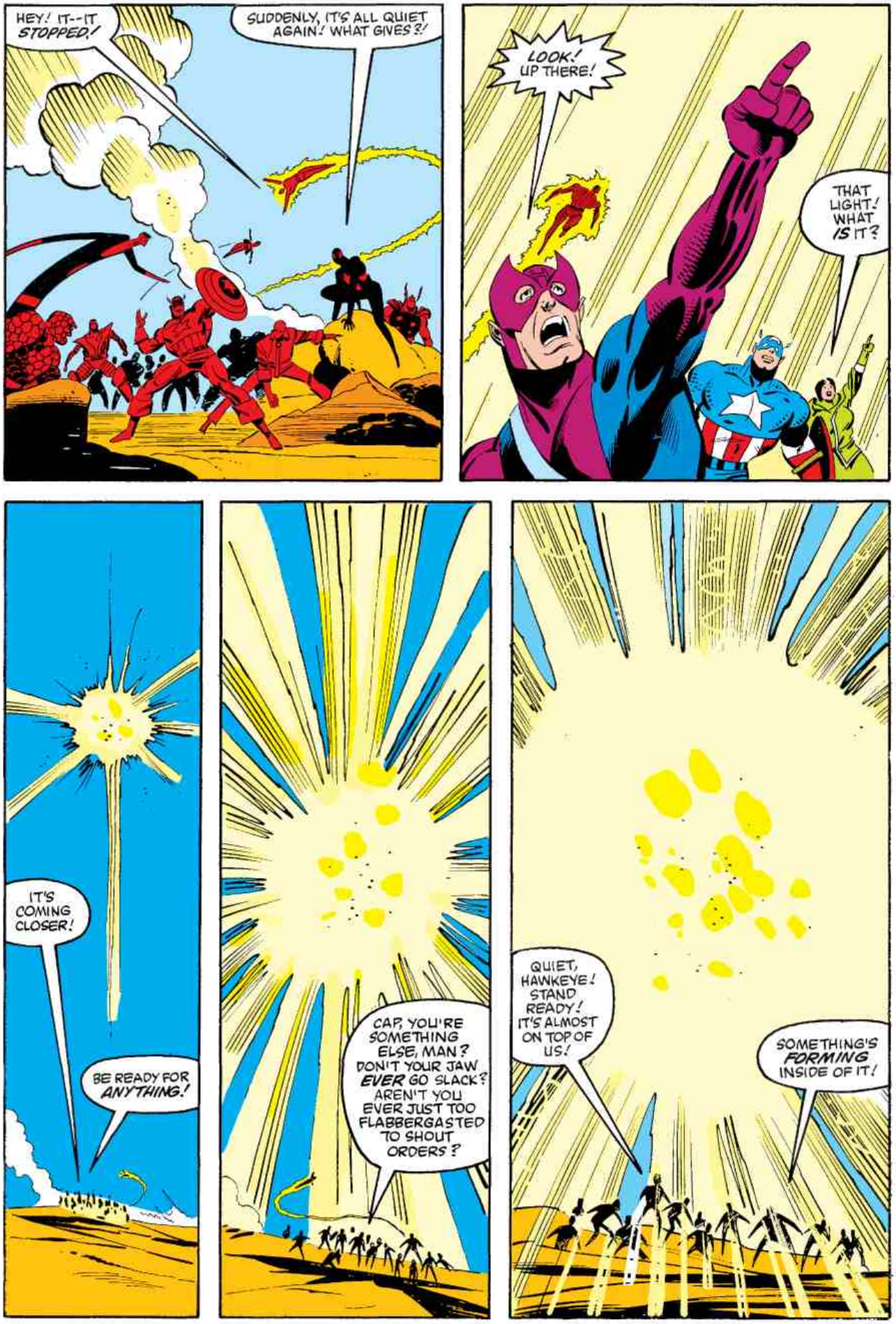
GLAD YOU'RE HERE!
I WASN'T GOING TO LET THESE MEN DIE IN CAGES, NO MATTER WHAT THEY DONE OR WHOSE SIDE THEY'RE ON!
MAGNETO WAS ON HIS WAY DOWN HERE, TOO! HE'S GOT A THING ABOUT FOLKS BEING TRAPPED AND LEFT TO DIE LIKE RATS... EVEN HUMANS!
SHRAKK
BUT I TOLD HIM I'D TAKE THIS DETAIL WHILE HE GOT THE OTHER COUPLE BAD GUYS OUT OF THE SICK BAY!
I DIDN'T EXPECT TO FIND YOU HERE!

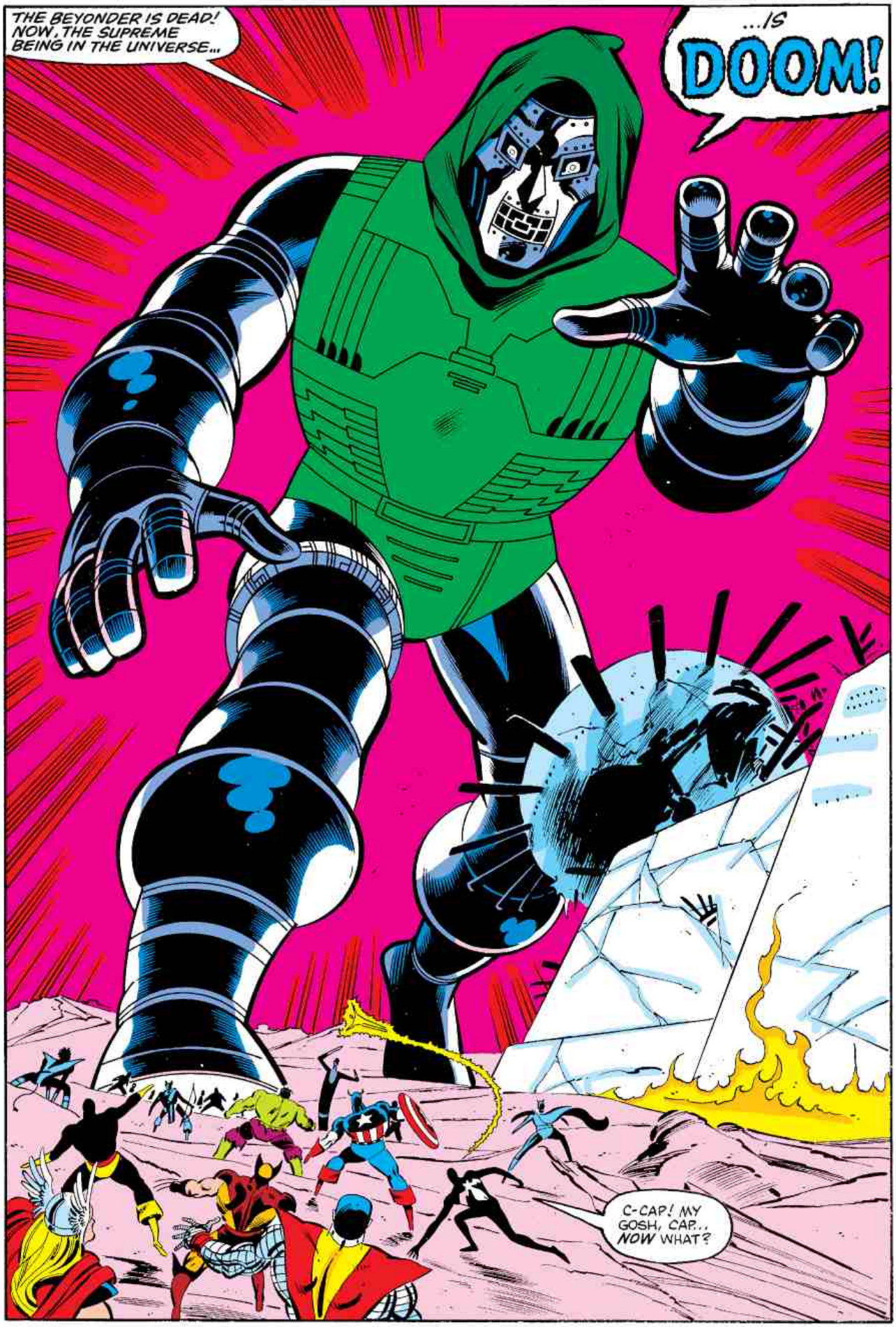
EVEN THESE MEN HAVE RIGHTS!
ALL RIGHT, MOVE IT! GET OUT OF HERE! THERE'S NO GUARANTEE THAT ANY OF US WILL SURVIVE THE NEXT FEW MINUTES, BUT WE ALL STAND A BETTER CHANCE OUTSIDE! GO!
WE HEAR YA, PAL!

AND...
JUST IN TIME! THAT WHOLE SECTION OF THE FORT IS COLLAPSING!
KEEP MOVING! IT'S A LONG WAY TO OPEN AIR!

DON'T TAKE THIS WRONG... BUT YOU'RE A BETTER MAN THAN I GAVE YOU CREDIT FOR! I'M AN ATTACKER AN' YOU'RE A DEFENDER-- BUT WE'RE BOTH SOLDIERS!
I'M BEGINNIN' TO THINK YOU GOT ROOM IN YOUR HIGH-FALUTIN' IDEALS FOR ALL PEOPLE... DON'TCHA--? EVEN IF THEY'RE MUTANTS!
SOME OF MY BEST FRIENDS ARE PEOPLE!


OUTSIDE...
HERE THEY COME! THEY'RE OKAY!
YEAH, BUT THIS PLANET ISN'T! I FIGURE IT'S JUST ABOUT TO SHAKE ITSELF INTO SPACE GRAVEL -- AND THEN WHERE WILL WE BE?
PART O' THAT GREAT DRIVEWAY IN THE SKY, I S' POZE!


HEY! IT--IT STOPPED!
SUDDENLY, IT'S ALL QUIET AGAIN! WHAT GIVES?!
LOOK! UP THERE!
THAT LIGHT! WHAT IS IT?
IT'S COMING CLOSER!
BE READY FOR ANYTHING!
CAP, YOU'RE SOMETHING ELSE, MAN? DON'T YOUR JAW EVER GO SLACK? AREN'T YOU EVER JUST TOO FLABBERGASTED TO SHOUT ORDERS?
QUIET, HAWKEYE! STAND READY! IT'S ALMOST ON TOP OF US!
SOMETHING'S FORMING INSIDE OF IT!


THE BEYONDER IS DEAD! NOW, THE SUPREME BEING IN THE UNIVERSE...
...IS
DOOM!
C-CAP! MY GOSH, CAP.., NOW WHAT?

THIS IS GOING TO BE THE FIGHT OF OUR LIVES!
ON MY COMMAND, ATTACK! AND DON'T STOP... DON'T LET UP... NO MATTER WHAT!
WE MUST FIND A WAY... WE WILL FIND A WAY TO WIN!
READY...!

HOLD! STAY YOUR HAND, CAPTAIN AMERICA!
ABSORBING THE BEYONDER'S VAST ENERGIES CAUSED MY FORM TO SWELL TO ENORMOUS PROPORTIONS-- BUT I AM WHAT I WISH TO BE NOW!
LET ME, THEN, RETURN TO HUMAN PROPORTIONS SO THAT WE MAY MORE EASILY SPEAK... FACE TO FACE!
FIRST, KNOW YOU THESE THINGS...
THE BEYONDER NO LONGER EXISTS... AND DOOM HAS BEEN REBORN! THUS, HAVE TWO EVILS COME TO AN END!
THERE IS NO ENEMY LEFT TO FIGHT!
THE WAR IS OVER!
NONETHELESS, WE STRONGLY SUGGEST THAT YOU READ THE NEXT ISSUE OF MARVEL SUPER HEROES SECRET WARS ON SALE IN THIRTY DAYS!!

#11 IN A TWELVE-ISSUE LIMITED SERIES
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SECRET WARS™
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THE FACE OF DOOM
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Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all have been gathered to fight the ultimate war! After many epic battles, the heroes led by *Captain America* had conquered all who opposed them — all save one. And now, that one, *Doctor Doom* stands before them, glowing with power great enough to destroy the entire universe!

Stan Lee PRESENTS: MARVEL SUPER HEROES™ SECRET WARS™

...AND DUST TO DUST!"

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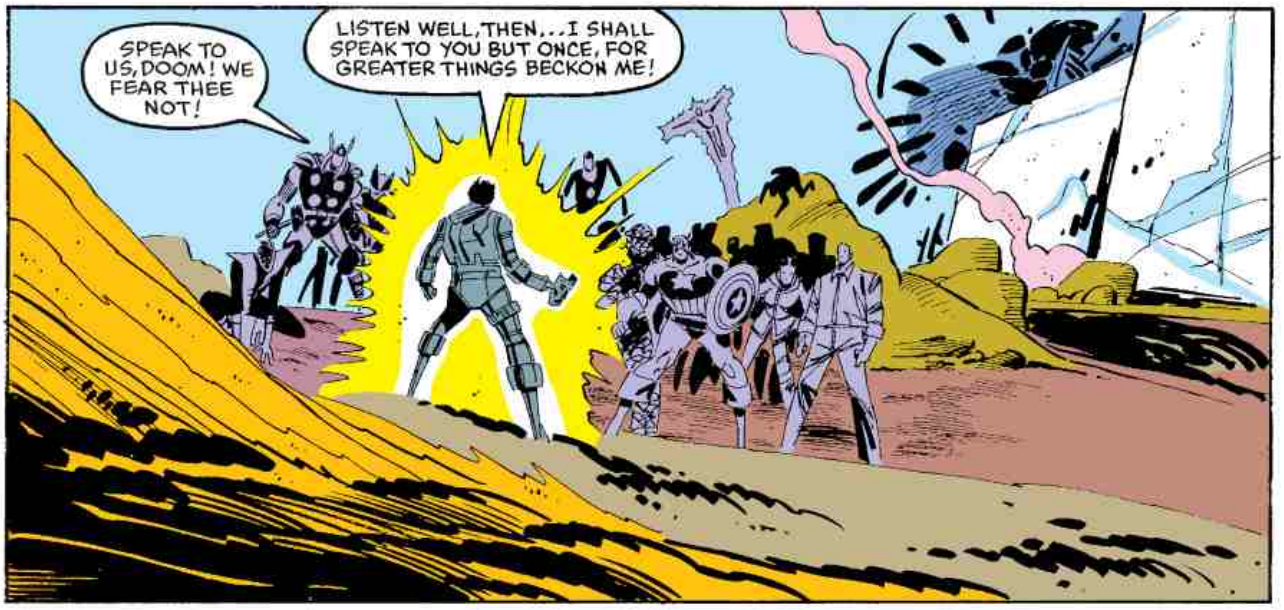
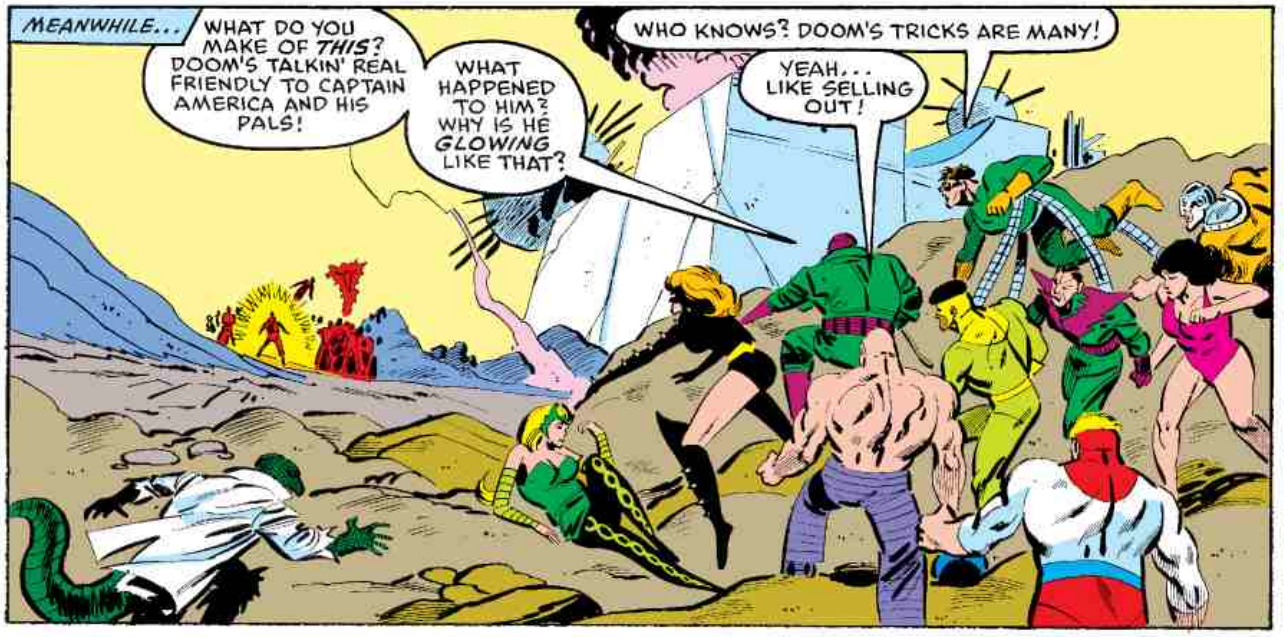
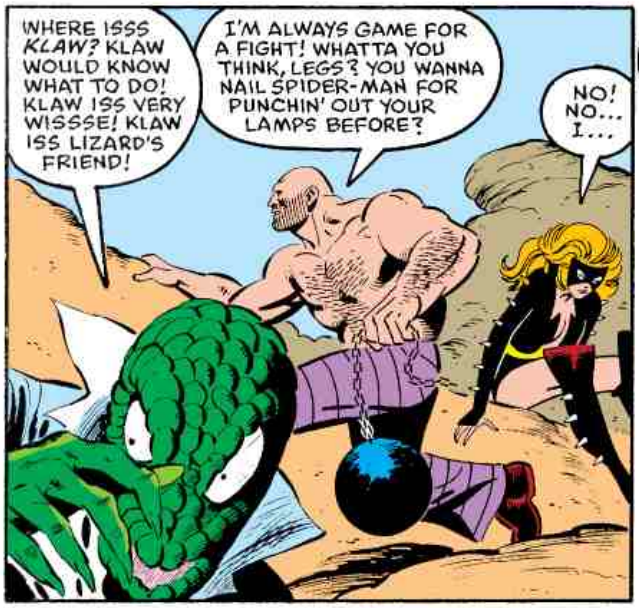
--AND I SUPPOSE THAT IS WHAT YOU EXPECT!
YEAH! SO WHAT ARE YOU WAITIN' FOR?
DO NOT GOAD HIM, WOLVERINE! SOMETHING TELLS ME HE CAN DO IT!
LET US *STRIKE*, THEN --BEFORE HE HAS A CHANCE!
NO! LET'S HEAR HIM OUT!
JUST STAND READY! DON'T DO ANYTHING TILL I GIVE THE ORDER!
MY SPIDER-SENSE WOULD BE TINGLING IF DOOMSIE MEANT TO KILL US--!
I CONCUR THAT HE MEANS US NO HARM, SPIDER-MAN! THOUGH THE SHEER ENERGY OF HIS MENTAL PROCESSES BLOCKS MY TELEPATHIC PROBING, I SENSE NO AURA OF MALICE ABOUT HIM!


SPEAK TO US, DOOM! WE FEAR THEE NOT!
LISTEN WELL, THEN... I SHALL SPEAK TO YOU BUT ONCE, FOR GREATER THINGS BECKON ME!


MEANWHILE...
WHAT DO YOU MAKE OF *THIS*? DOOM'S TALKIN' REAL FRIENDLY TO CAPTAIN AMERICA AND HIS PALS!
WHAT HAPPENED TO HIM? WHY IS HE *GLOWING* LIKE THAT?
WHO KNOWS? DOOM'S TRICKS ARE MANY!
YEAH... LIKE SELLING OUT!

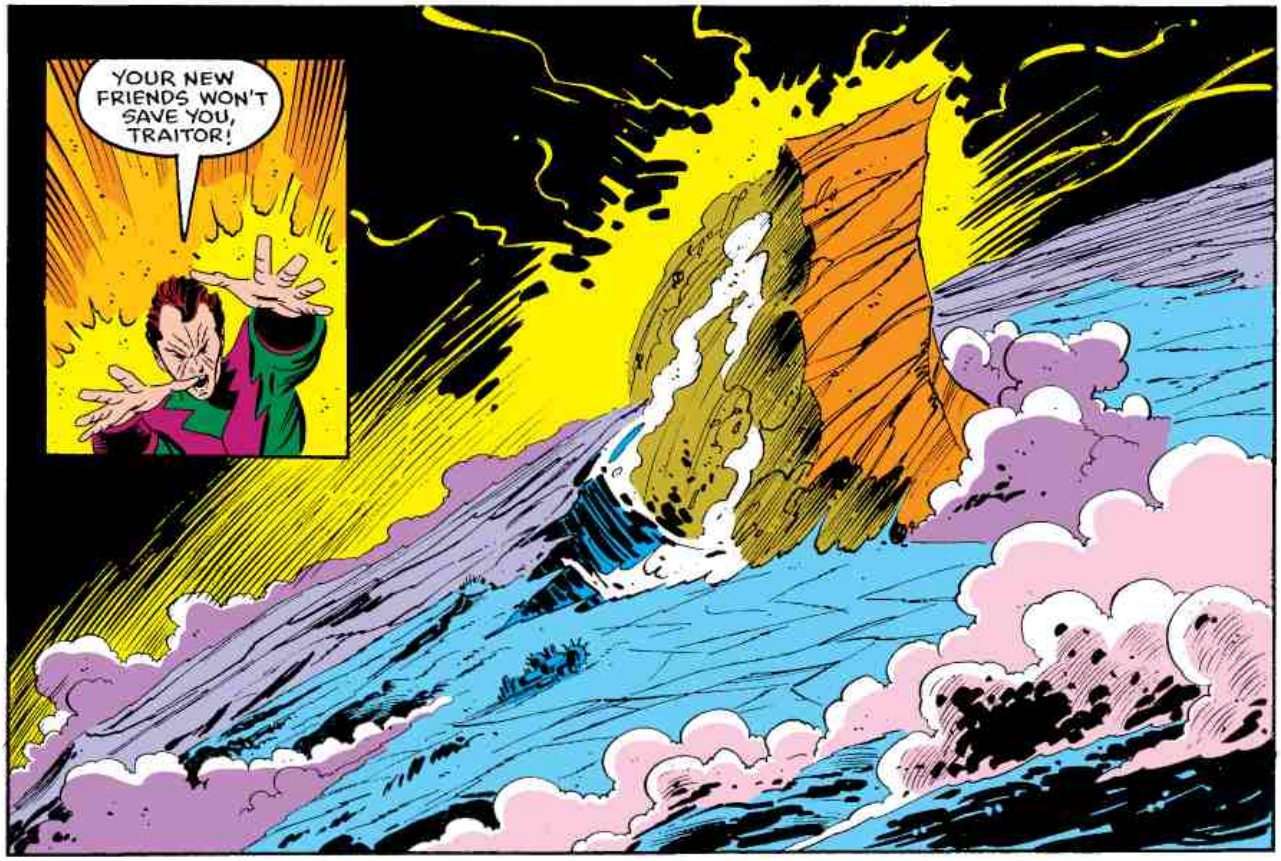
WE HAVE ALWAYS BEEN DISPOSABLE-- PAWNS TO BE EXPLOITED AND SACRIFICED AS EXPEDIENCY DICTATES! BAH! I'D LIKE TO TEAR HIM LIMB FROM LIMB!
BUT YOU WON'T, OCTOPUS! DOOM IS TOO MUCH FOR YOU-- EVEN WITHOUT THE AID OF HIS NEW FRIENDS! YOU ARE A PRACTICAL MORTAL WORM!
AND I? I ADMIRE TREACHERY! THE ENCHANTRESS IS MERELY AMUSED ...FOR THE NONCE!
I SAY WE SHOULD BASH HIS SKULL IN!
US AND WHAT ARMY? I'M TIRED OF GETTING MY BUTT KICKED!
LOOK, I THINK CAPTAIN AMERICA AND HIS JERK-SQUAD WENT AN' FORGOT THAT THEY LET US OUT OF THE SLAMMER WHEN THEY THOUGHT THE BUILDING WAS GONNA COLLAPSE!* I SAY WE SCRAM WHILE WE HAVE THE CHANCE!
*LAST ISSUE.


WHERE ISSS KLAW? KLAW WOULD KNOW WHAT TO DO! KLAW ISS VERY WISSSE! KLAW ISS LIZARD'S FRIEND!
I'M ALWAYS GAME FOR A FIGHT! WHATTA YOU THINK, LEGS? YOU WANNA NAIL SPIDER-MAN FOR PUNCHIN' OUT YOUR LAMPS BEFORE?
NO! NO... I...

WHATSAMATTER? YOU GONNA LET ONE LITTLE THRASHING GET YOU DOWN? C'MON! YOU'RE TITANIA-- STRONGEST BROAD ON WHATEVER PLANET THIS IS!
I WISH I HAD YOUR ABSORBING MAN POWERS, CRUSHER! NOTHING CAN HURT YOU, REALLY...

I DON'T KNOW WHAT TO THINK, OWIE! DOOM IS THE ONE WHO MADE ME INTO VOLCANA WHICH IS WONDERFUL-- BUT, GEE, HE DOES SEEM TO BE DOUBLE-CROSSING US!
AND I HAD SUCH FAITH IN HIM! I BELIEVED IN HIM! I--I'M FURIOUS!
NOW, OWIE, REMEMBER, YOUR ANALYST SAID IT WASN'T GOOD TO GET OVERWROUGHT!
I DON'T CARE WHAT SHE SAID! I'M GOING TO KILL THAT LYING, TWO-FACED, ROTTEN FINK!

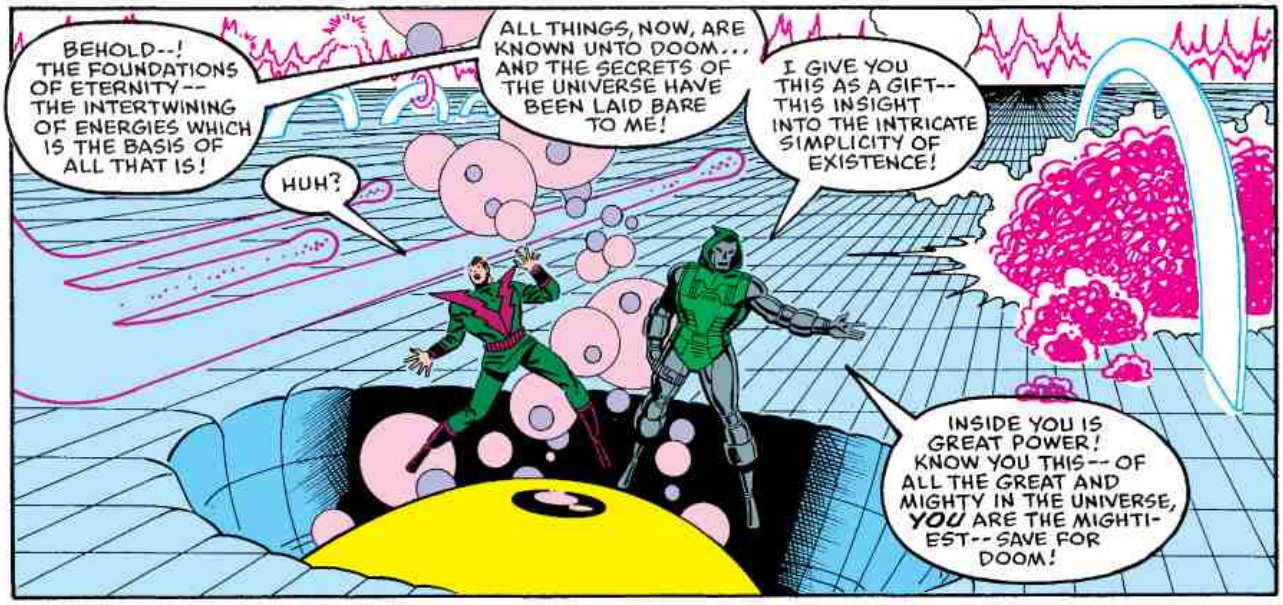
DO YOU HEAR ME, DOOM? THE MOLECULE MAN IS GOING TO KILL YOU!
OWIE! DON'T--! WAIT--!


YOUR NEW FRIENDS WON'T SAVE YOU, TRAITOR!

THERE! NOW THAT I'VE TOSSED THEM OUT OF THE WAY--ALONG WITH SEVERAL BILLION TONS OF THE PLANET'S CRUST--IT'S JUST YOU AND ME!
I'M GOING TO OBLITERATE YOU!

YOU THINK I WON'T, DON'T YOU? YOU THINK I'M JUST--JUST A WIMP OR SOMETHING! WELL, MAYBE I AM... BUT NOW YOU'VE MADE ME ANGRY--ANGRY ENOUGH TO DESTROY YOU!

AND I HAVE THE POWER TO DO IT! YOU KNOW THAT! I CONTROL ALL MOLECULES--EXCEPT LIVING ONES, OF COURSE--BUT STILL, I'M SO POWERFUL...
INDEED, YOU ARE! MORE THAN YOU REALIZE! LET ME SHOW YOU!


BEHOLD--! THE FOUNDATIONS OF ETERNITY-- THE INTERTWINING OF ENERGIES WHICH IS THE BASIS OF ALL THAT IS!
HUH?
ALL THINGS, NOW, ARE KNOWN UNTO DOOM... AND THE SECRETS OF THE UNIVERSE HAVE BEEN LAID BARE TO ME!
I GIVE YOU THIS AS A GIFT-- THIS INSIGHT INTO THE INTRICATE SIMPLICITY OF EXISTENCE!
INSIDE YOU IS GREAT POWER! KNOW YOU THIS-- OF ALL THE GREAT AND MIGHTY IN THE UNIVERSE, YOU ARE THE MIGHTIEST-- SAVE FOR DOOM!

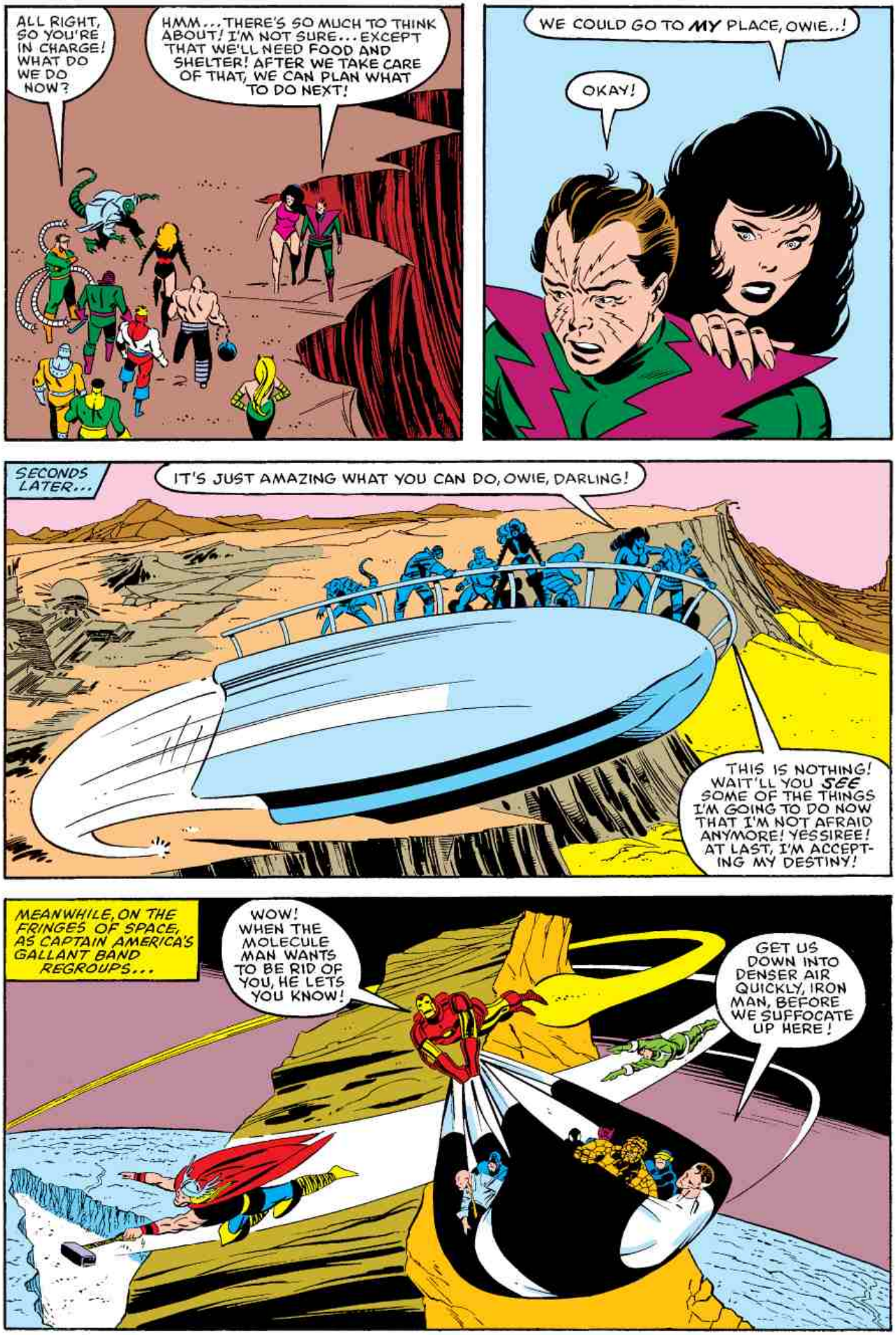
THINK! EVERY MOLECULE, EVERY IOTA OF MATTER IN THE COSMOS ANSWERS TO YOUR WHIM! AND ALL THE FORCES WHICH GOVERN SUBSTANCE BEND TO YOUR WILL-- FOR MATTER AND ENERGY ARE ONE AND THE SAME!

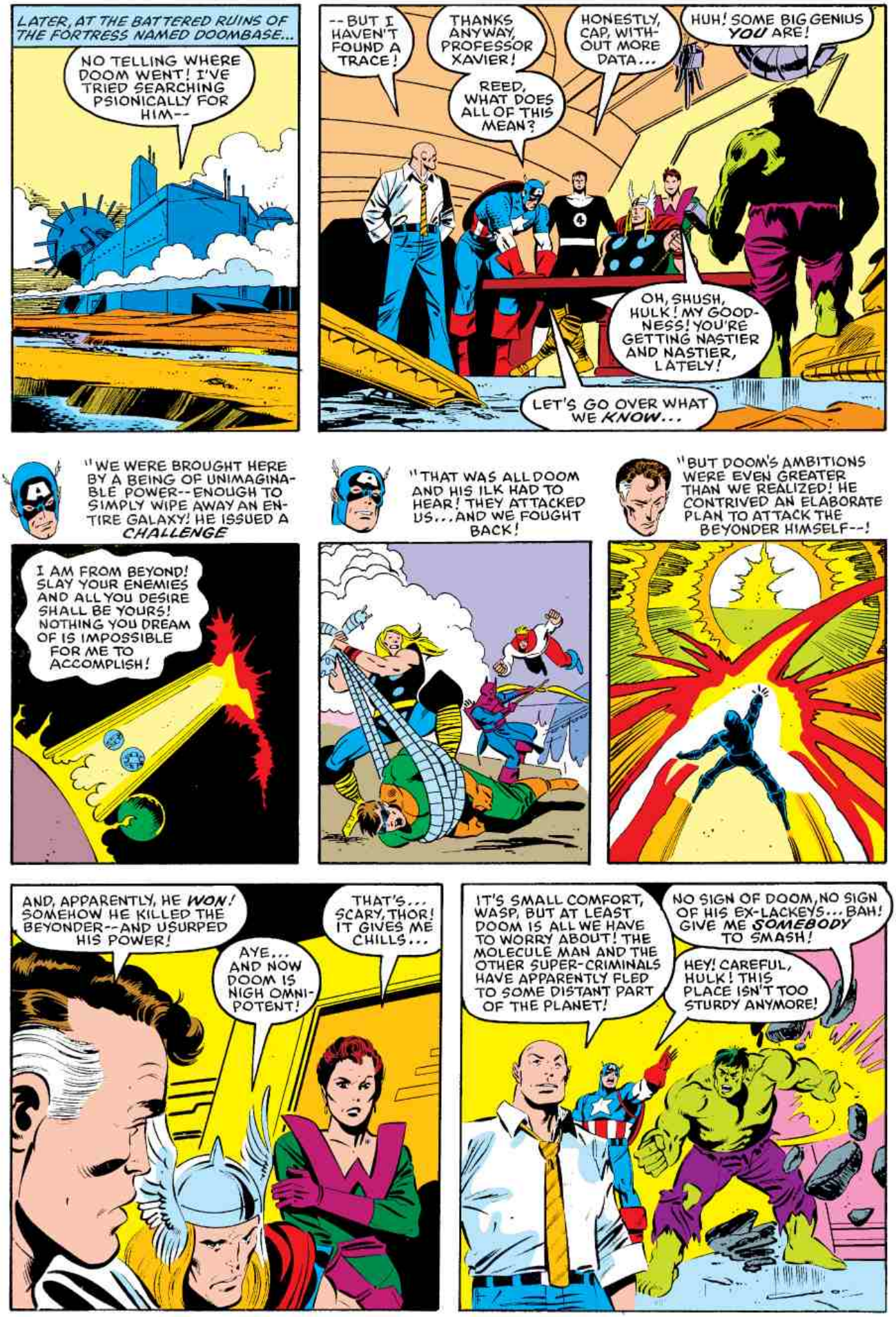
THE ONLY LIMITS ON YOUR POWER ARE THOSE WHICH YOU HAVE IMPOSED UPON YOURSELF, SUBCONSCIOUSLY BECAUSE OF SELF-DOUBT... SELF-HATE... FEAR!
OPEN YOUR MIND TO THE MAJESTY OF YOUR POWER, OWEN REECE! ACCEPT YOUR DESTINY... AND FEAR NO MORE!

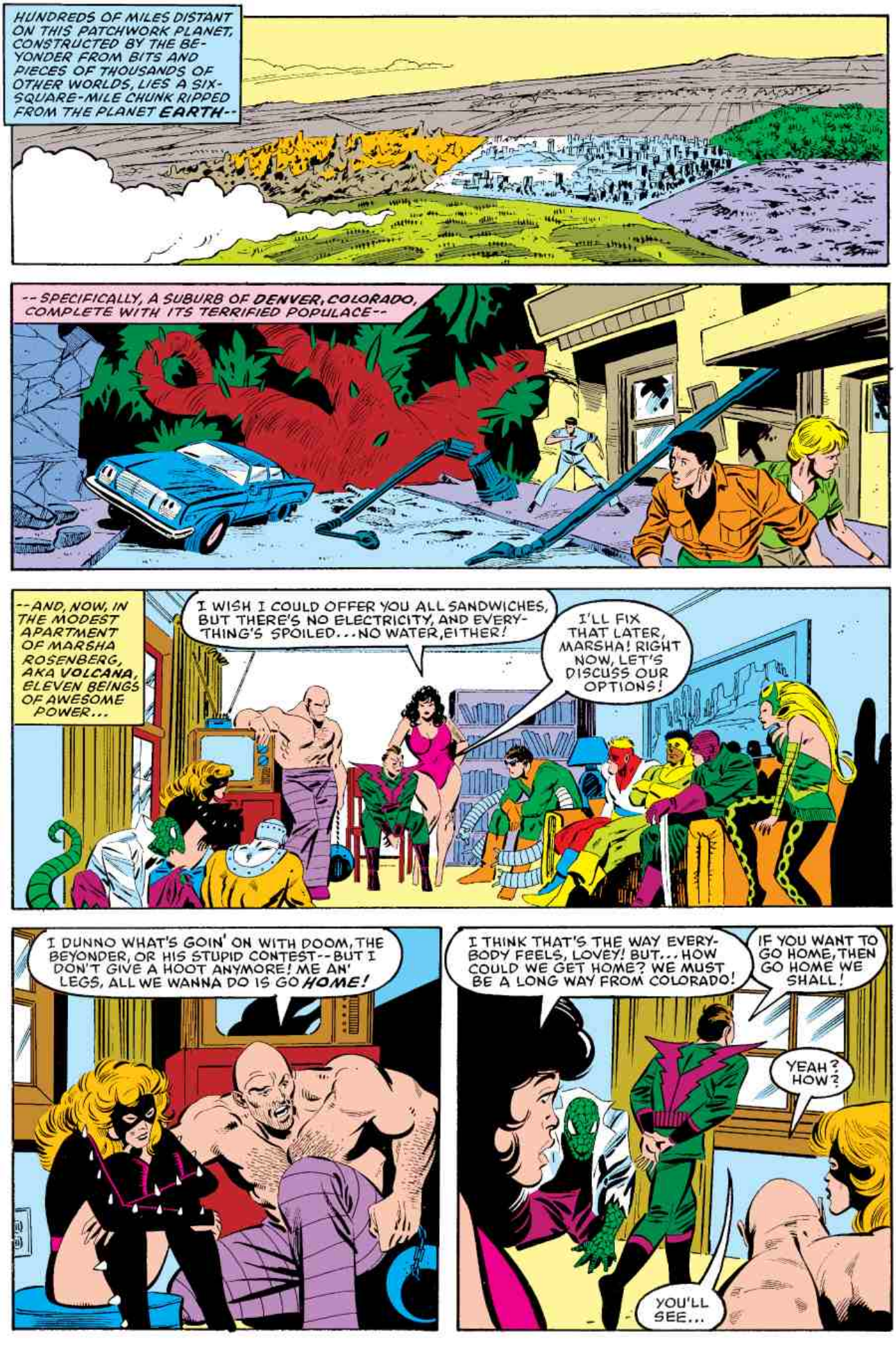
I--I CAN CONTROL ORGANIC MOLECULES! I CAN DO... ANYTHING!

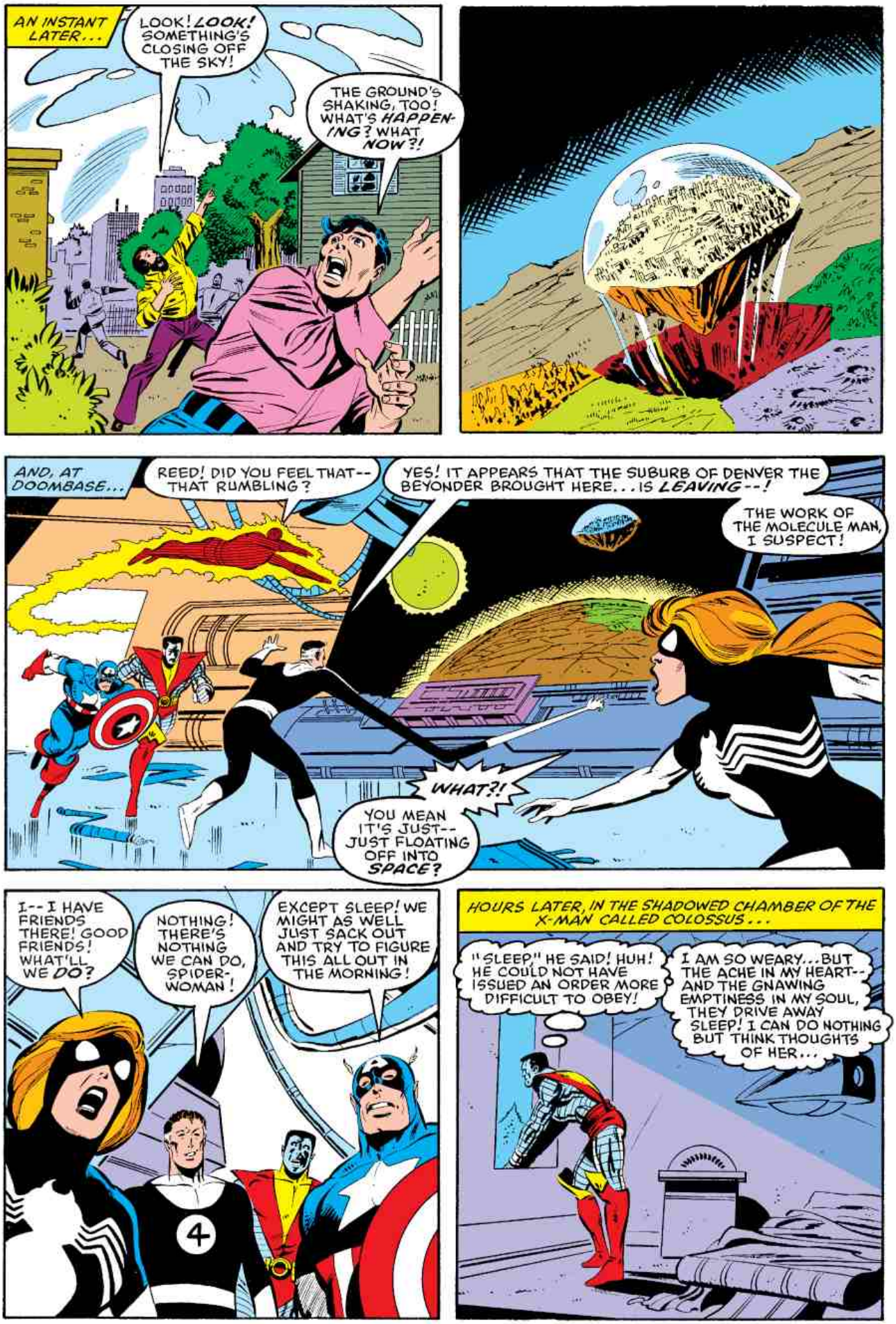
MOLECULE MAN! WHAT HAPPENED?
HE--HE HELPED ME... WITH A--A MENTAL BLOCK I HAD... THEN HE LEFT! HE JUST SOARED AWAY INTO THE SKY!

BUT, IT'S OKAY! WE CAN GET ALONG WITHOUT DOCTOR DOOM LEADING US ANYMORE! I'LL TAKE CARE OF US!
YOU--? YOU?!!
HEY, MEATHEAD--! YOU SAW WHAT HE DID! YOU REALLY WANNA CROSS HIM?

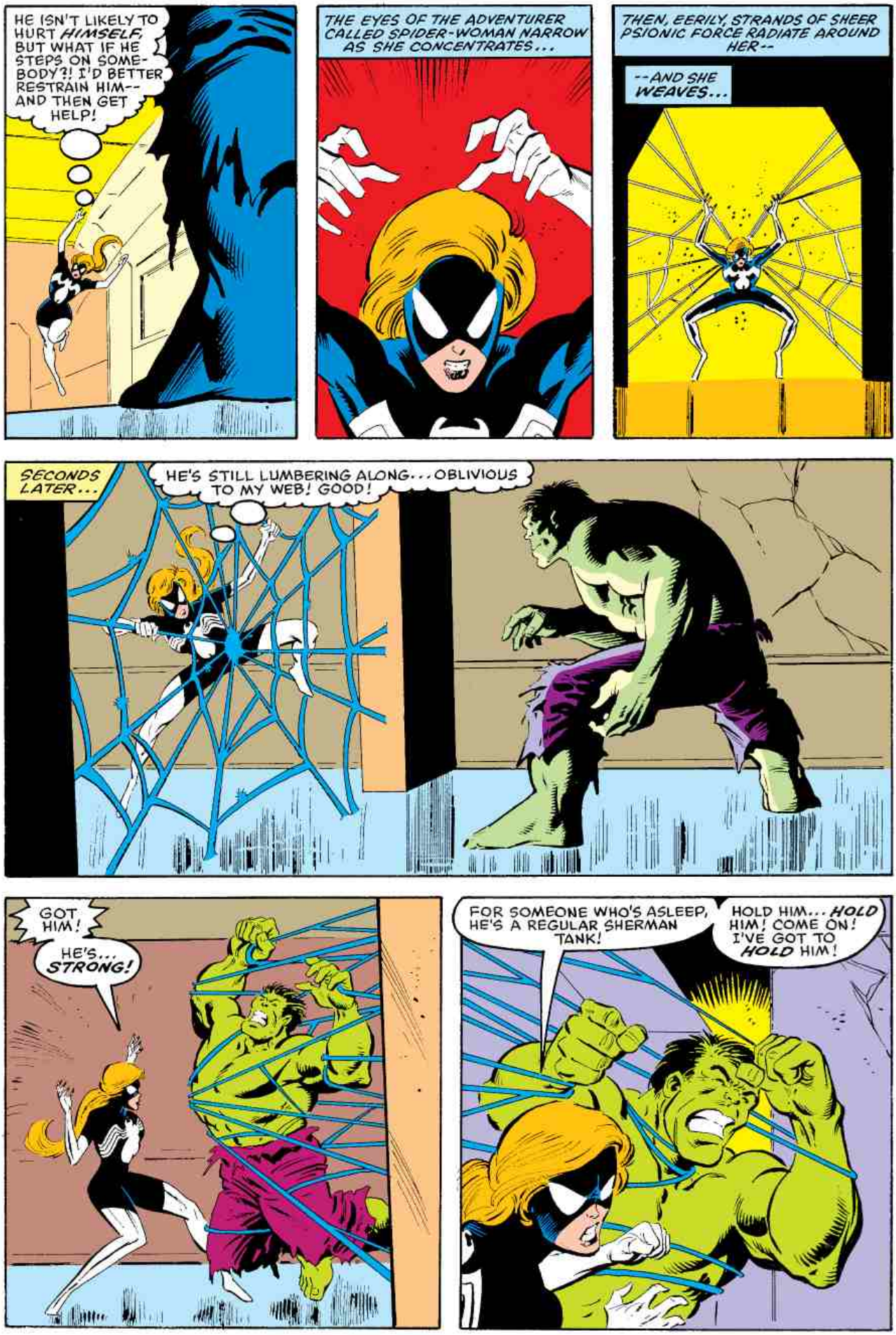

ALL RIGHT, SO YOU'RE IN CHARGE! WHAT DO WE DO NOW?
HMM... THERE'S SO MUCH TO THINK ABOUT! I'M NOT SURE... EXCEPT THAT WE'LL NEED FOOD AND SHELTER! AFTER WE TAKE CARE OF THAT, WE CAN PLAN WHAT TO DO NEXT!
WE COULD GO TO MY PLACE, OWIE..!
OKAY!
SECONDS LATER...
IT'S JUST AMAZING WHAT YOU CAN DO, OWIE, DARLING!
THIS IS NOTHING! WAIT'LL YOU SEE SOME OF THE THINGS I'M GOING TO DO NOW THAT I'M NOT AFRAID ANYMORE! YESSIREE! AT LAST, I'M ACCEPTING MY DESTINY!
MEANWHILE, ON THE FRINGES OF SPACE, AS CAPTAIN AMERICA'S GALLANT BAND REGROUPS...
WOW! WHEN THE MOLECULE MAN WANTS TO BE RID OF YOU, HE LETS YOU KNOW!
GET US DOWN INTO DENSER AIR QUICKLY, IRON MAN, BEFORE WE SUFFOCATE UP HERE!


LATER, AT THE BATTERED RUINS OF THE FORTRESS NAMED DOOMBASE...
NO TELLING WHERE DOOM WENT! I'VE TRIED SEARCHING PSIONICALLY FOR HIM--
--BUT I HAVEN'T FOUND A TRACE!
THANKS ANYWAY, PROFESSOR XAVIER!
REED, WHAT DOES ALL OF THIS MEAN?
HONESTLY, CAP, WITHOUT MORE DATA...
HUH! SOME BIG GENIUS YOU ARE!
OH, SHUSH, HULK! MY GOODNESS! YOU'RE GETTING NASTIER AND NASTIER, LATELY!
LET'S GO OVER WHAT WE KNOW...
"WE WERE BROUGHT HERE BY A BEING OF UNIMAGINABLE POWER--ENOUGH TO SIMPLY WIPE AWAY AN ENTIRE GALAXY! HE ISSUED A CHALLENGE
I AM FROM BEYOND! SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS! NOTHING YOU DREAM OF IS IMPOSSIBLE FOR ME TO ACCOMPLISH!
"THAT WAS ALL DOOM AND HIS ILK HAD TO HEAR! THEY ATTACKED US...AND WE FOUGHT BACK!
"BUT DOOM'S AMBITIONS WERE EVEN GREATER THAN WE REALIZED! HE CONTRIVED AN ELABORATE PLAN TO ATTACK THE BEYONDER HIMSELF--!
AND, APPARENTLY, HE WON! SOMEHOW HE KILLED THE BEYONDER--AND USURPED HIS POWER!
AYE... AND NOW DOOM IS NIGH OMNIPOTENT!
THAT'S... SCARY, THOR! IT GIVES ME CHILLS...
IT'S SMALL COMFORT, WASP, BUT AT LEAST DOOM IS ALL WE HAVE TO WORRY ABOUT! THE MOLECULE MAN AND THE OTHER SUPER-CRIMINALS HAVE APPARENTLY FLED TO SOME DISTANT PART OF THE PLANET!
NO SIGN OF DOOM, NO SIGN OF HIS EX-LACKEYS... BAH! GIVE ME SOMEBODY TO SMASH!
HEY! CAREFUL, HULK! THIS PLACE ISN'T TOO STURDY ANYMORE!


HUNDREDS OF MILES DISTANT ON THIS PATCHWORK PLANET, CONSTRUCTED BY THE BEYONDER FROM BITS AND PIECES OF THOUSANDS OF OTHER WORLDS, LIES A SIX-SQUARE-MILE CHUNK RIPPED FROM THE PLANET EARTH--
--SPECIFICALLY, A SUBURB OF DENVER, COLORADO, COMPLETE WITH ITS TERRIFIED POPULACE--
--AND, NOW, IN THE MODEST APARTMENT OF MARSHA ROSENBERG, AKA VOLCANA, ELEVEN BEINGS OF AWESOME POWER...
I WISH I COULD OFFER YOU ALL SANDWICHES, BUT THERE'S NO ELECTRICITY, AND EVERYTHING'S SPOILED...NO WATER, EITHER!
I'LL FIX THAT LATER, MARSHA! RIGHT NOW, LET'S DISCUSS OUR OPTIONS!
I DUNNO WHAT'S GOIN' ON WITH DOOM, THE BEYONDER, OR HIS STUPID CONTEST--BUT I DON'T GIVE A HOOT ANYMORE! ME AN' LEGS, ALL WE WANNA DO IS GO HOME!
I THINK THAT'S THE WAY EVERYBODY FEELS, LOVEY! BUT... HOW COULD WE GET HOME? WE MUST BE A LONG WAY FROM COLORADO!
IF YOU WANT TO GO HOME, THEN GO HOME WE SHALL!
YEAH? HOW?
YOU'LL SEE...

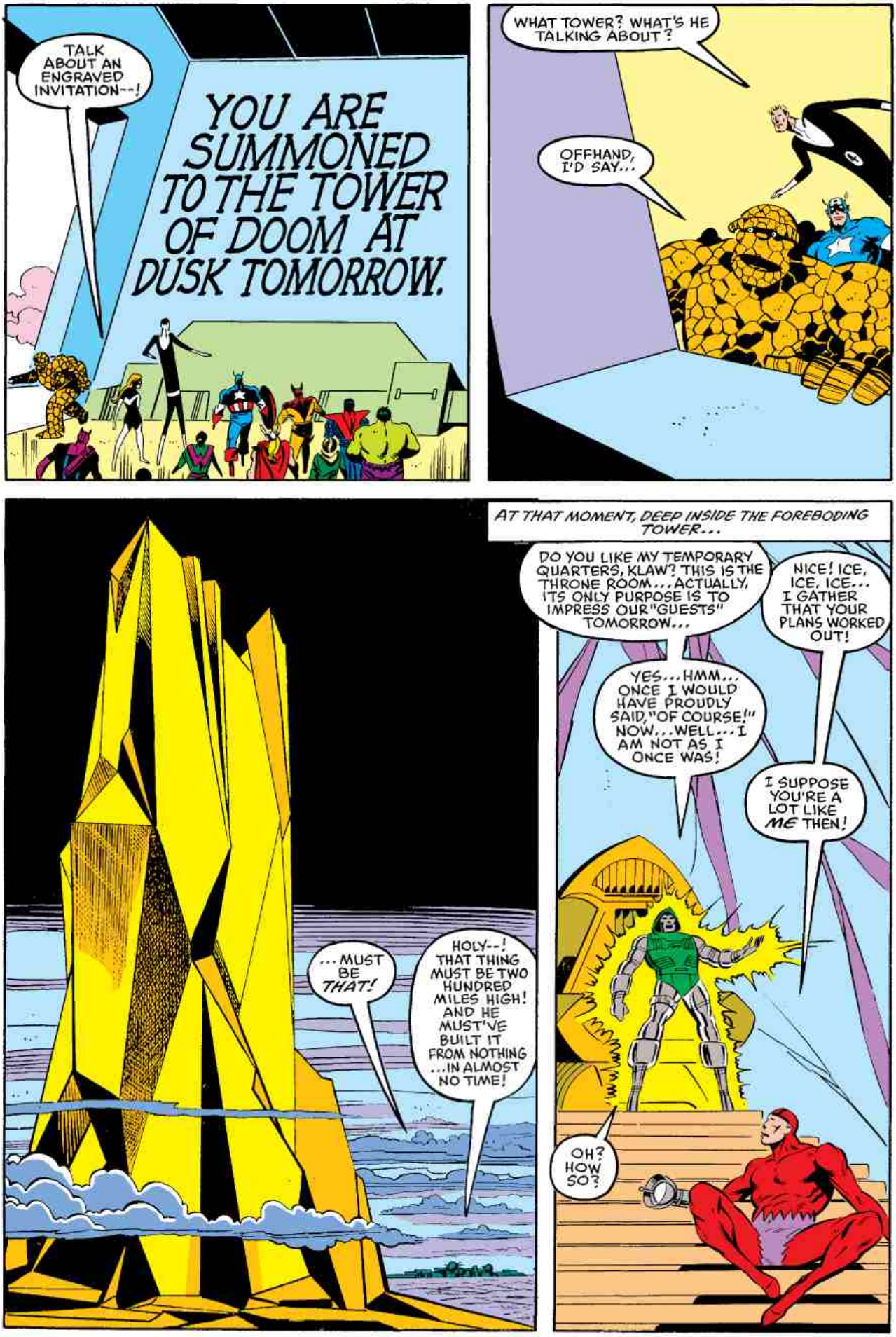

AN INSTANT LATER...
LOOK! LOOK! SOMETHING'S CLOSING OFF THE SKY!
THE GROUND'S SHAKING, TOO! WHAT'S HAPPENING? WHAT NOW?!
AND, AT DOOMBASE...
REED! DID YOU FEEL THAT-- THAT RUMBLING?
YES! IT APPEARS THAT THE SUBURB OF DENVER THE BEYONDER BROUGHT HERE... IS LEAVING--!
THE WORK OF THE MOLECULE MAN, I SUSPECT!
WHAT?!
YOU MEAN IT'S JUST-- JUST FLOATING OFF INTO SPACE?
I-- I HAVE FRIENDS THERE! GOOD FRIENDS! WHAT'LL WE DO?
NOTHING! THERE'S NOTHING WE CAN DO, SPIDER-WOMAN!
EXCEPT SLEEP! WE MIGHT AS WELL JUST SACK OUT AND TRY TO FIGURE THIS ALL OUT IN THE MORNING!
4
HOURS LATER, IN THE SHADOWED CHAMBER OF THE X-MAN CALLED COLOSSUS...
"SLEEP," HE SAID! HUH! HE COULD NOT HAVE ISSUED AN ORDER MORE DIFFICULT TO OBEY!
I AM SO WEARY... BUT THE ACHE IN MY HEART-- AND THE GNAWING EMPTINESS IN MY SOUL, THEY DRIVE AWAY SLEEP! I CAN DO NOTHING BUT THINK THOUGHTS OF HER...

... OF MY ZSAJI!
HMMPH! THESE ARE A LOVE-SMITTEN SCHOOLBOY'S THOUGHTS! BUT THAT IS HOW I FEEL... YET... IT IS FAR DEEPER THAN THAT! MY LOVE FOR HER IS EVERYTHING! THE ONLY THING!
YET, TO HER, I AM JUST ANOTHER SOLDIER IN THIS CURSED WAR!
I--I CANNOT BEAR IT! NOT A SECOND LONGER!
MINUTES LATER, A TINY SKY-SLED QUIETLY DEPARTS FROM ONE OF THE CAVERNOUS HANGARS...
THANK THE STARS THE CONTROLS OF THIS MACHINE ARE NOT TOO DIFFICULT!
I AM COMING, MY LOVE!
AS COLOSSUS SOARS ACROSS THE STARLESS SKY, INTENT UPON HIS OWN CONCERNS, HE DOES NOT NOTICE A SMALL FLICKERING POINT OF RADIANCE STREAKING DOWN FROM THE HEAVENS TOWARD DOOMBASE...
SILENTLY, IT ENTERS THE COMPLEX, APPROACHING THE SLUMBERING HULK--
--AND...
MOMENTS LATER, IN A NEARBY CORRIDOR...
WHO'S THERE? WHO IS THAT?
OH... IT'S YOU, DOCTOR BANNER... OR DO YOU PREFER BEING CALLED "HULK"?
COULDN'T YOU SLEEP, EITHER? I WAS THINKING ABOUT THOSE POOR PEOPLE OUT THERE ON THAT CHUNK OF DENVER...
HULK?
WHOA! SOMETHING'S WRONG HERE! IS HE SLEEPWALKING?
HULK? HULK, WAKE UP!
WOW! HE'S REALLY OUT OF IT!


HE ISN'T LIKELY TO HURT HIMSELF, BUT WHAT IF HE STEPS ON SOMEBODY?! I'D BETTER RESTRAIN HIM--AND THEN GET HELP!
THE EYES OF THE ADVENTURER CALLED SPIDER-WOMAN NARROW AS SHE CONCENTRATES...
THEN, EERILY, STRANDS OF SHEER PSIONIC FORCE RADIATE AROUND HER--
--AND SHE WEAVES...
SECONDS LATER...
HE'S STILL LUMBERING ALONG...OBLIVIOUS TO MY WEB! GOOD!
GOT HIM!
HE'S... STRONG!
FOR SOMEONE WHO'S ASLEEP, HE'S A REGULAR SHERMAN TANK!
HOLD HIM... HOLD HIM! COME ON! I'VE GOT TO HOLD HIM!

≒UHH!≒ NO GOOD! HE KEPT REDOUBLING THE PRESSURE! I COULDN'T MAINTAIN--!
HULK! HULK! COME ON, MAN, WAKE UP!
HEY--! OWW!
THE HULK SLUMPS TO THE FLOOR, ONCE AGAIN LOST IN PEACEFUL SLUMBER--WHILE SPIDER-WOMAN RISES, THOUGH UNCONSCIOUS, AND CONTINUES DOWN THE CORRIDOR ANIMATED BY A WILL NOT HER OWN...
MOMENTS LATER, LIKE A HUNTER SEEKING PREY, SHE SILENTLY STALKS ACROSS WHAT WAS ONCE THE LABORATORY OF DOCTOR DOOM...

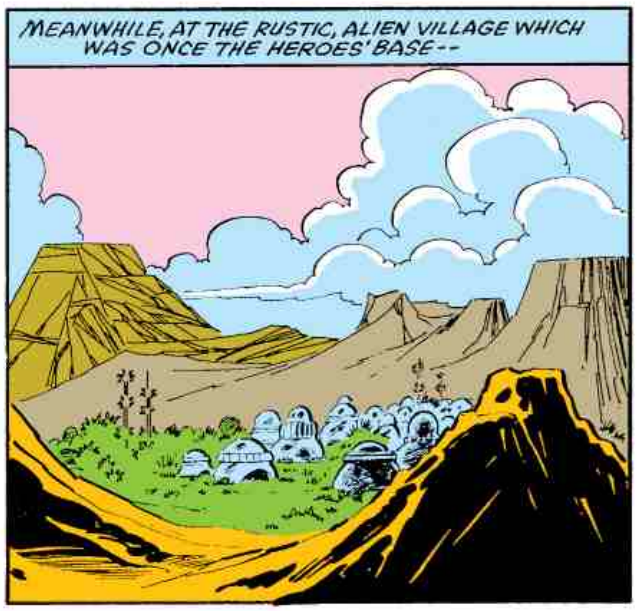
SHE PASSES BELOW THE GLIMMERING REMAINS OF CAPTAIN MARVEL, WHO WAS CAUGHT SPYING ON DOOM AND WAS FROZEN BY HIM IN HER LIGHT-FORM--TRAPPED AS A LIVING HOLOGRAM!
CLOSER AND CLOSER SHE CREEPS TOWARD HER GOAL--THE DISEMBODIED HEAD OF KLAW!
SHE SLIPS PAST THE MACHINE, BUILT BY DOOM FROM KLAW'S DISSECTED BODY, WHICH ABETTED DOOM'S RISE TO POWER ON A COSMIC SCALE...
COMPOSED OF SOLIDIFIED SOUND ENERGY, KLAW IS UNDISCOMFITED BY DECAPITATION, AND DOZES PEACEFULLY...
EVER NEARER, SHE CREEPS...
BUT, SUDDENLY...
L-LIGHT--! OH...NO!
EEEEEEEE
THAT'S... SPIDER-WOMAN'S VOICE!
SECONDS LATER...
...I DON'T KNOW, CAP! I JUST WOKE UP HERE-- JUST IN TIME TO SEE DOOM! HE CAME FOR KLAW! I SAW HIM REASSEMBLE KLAW--AND TAKE HIM AWAY! HE RESTORED CAPTAIN MARVEL, TOO--! LIKE AN AFTERTHOUGHT!
WOW... I FEEL WEIRD! THERE'S A BUZZING IN MY HEAD THAT WON'T QUIT--JUST SORT OF IN THE BACKGROUND...
MAYBE YOU WERE SLEEPWALKING--LIKE I MUST HAVE BEEN! I WOKE UP IN THE HALL!
MAYBE...
DID DOOM SAY ANYTHING?
NO... BUT HE LEFT THAT!
4

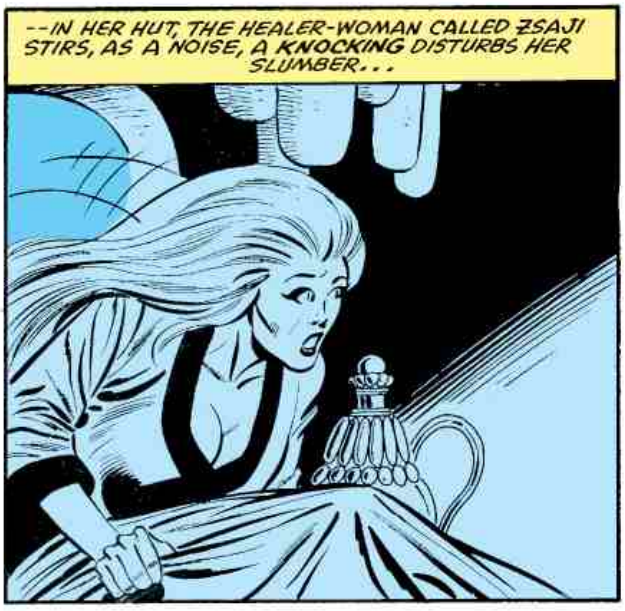

TALK ABOUT AN ENGRAVED INVITATION--!
YOU ARE SUMMONED TO THE TOWER OF DOOM AT DUSK TOMORROW.
WHAT TOWER? WHAT'S HE TALKING ABOUT?
OFFHAND, I'D SAY...
AT THAT MOMENT, DEEP INSIDE THE FOREBODING TOWER...
DO YOU LIKE MY TEMPORARY QUARTERS, KLAW? THIS IS THE THRONE ROOM...ACTUALLY, ITS ONLY PURPOSE IS TO IMPRESS OUR "GUESTS" TOMORROW...
NICE! ICE, ICE, ICE... I GATHER THAT YOUR PLANS WORKED OUT!
YES...HMM... ONCE I WOULD HAVE PROUDLY SAID, "OF COURSE!" NOW...WELL...I AM NOT AS I ONCE WAS!
I SUPPOSE YOU'RE A LOT LIKE ME THEN!
OH? HOW SO?
...MUST BE THAT!
HOLY--! THAT THING MUST BE TWO HUNDRED MILES HIGH! AND HE MUST'VE BUILT IT FROM NOTHING ...IN ALMOST NO TIME!

I TOLD YOU ONCE--! I AM MY WILDEST DREAM! DREAM! EEM, EEM, EEM...
I SHALL MISS DREAMING...

ARE YOU TIRED, DOOM? DOES A GOD GET TIRED? WILL YOU SLEEP NOW?
NO! I DO NOT NEED SLEEP ANYMORE! AND FURTHERMORE--I DARE NOT SLEEP!
I JUST WANT TO REST FOR A MOMENT --I WANT TO DRAW IN THIS POWER... CONTAIN IT...SHUT IT OFF... AND REST!

YOU'VE STOPPED GLOWING! GLOW, OH, OH...
STAND WATCH, KLAW! I MUST NOT SLEEP!


MEANWHILE, AT THE RUSTIC, ALIEN VILLAGE WHICH WAS ONCE THE HEROES' BASE--

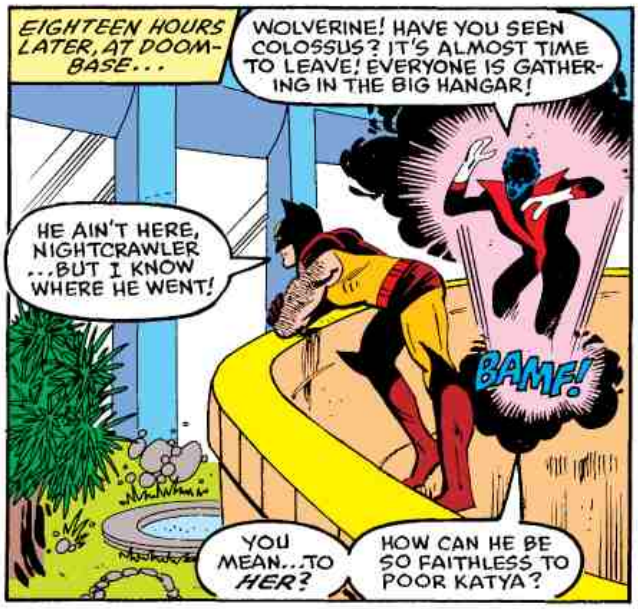

--IN HER HUT, THE HEALER-WOMAN CALLED ZSAJI STIRS, AS A NOISE, A KNOCKING DISTURBS HER SLUMBER...

A MASSIVE SILHOUETTE FILLS HER DOORWAY--

--THEN STRIDES PURPOSEFULLY TOWARD HER...

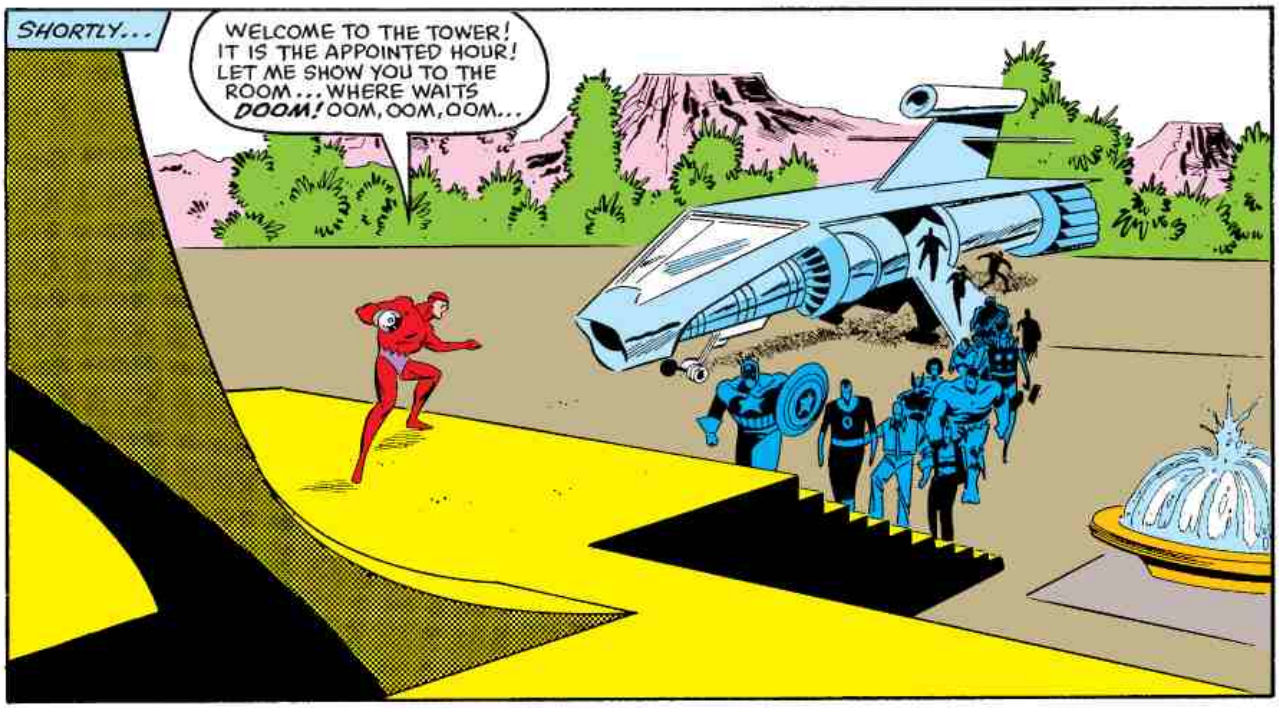
FOR YOU, ZSAJI!
I AM SORRY TO AWAKEN YOU-- BUT I DO NOT KNOW WHAT TOMORROW MIGHT BRING! PERHAPS MY DEATH! I COULD NOT FACE THAT WITHOUT TRYING TO LET YOU KNOW HOW MUCH I CARE FOR YOU!

IT... MAY BE THE ONE THING THAT TRULY MATTERS! IT IS EASIER FOR ME TO BELIEVE THAT ALL THIS HAS HAPPENED JUST SO THAT WE MIGHT MEET AND LOVE ONE ANOTHER-- THAN TO BELIEVE THAT I WAS MEANT TO FIND YOU ONLY TO LOSE YOU!
I LOVE YOU, ZSAJI!
SHE CANNOT UNDERSTAND THE WORDS--NONETHELESS, THE ESSENCE IS CLEAR. SHE SMILES... AS THOUGH SEEING HIM FOR THE FIRST TIME.


EIGHTEEN HOURS LATER, AT DOOM-BASE...
WOLVERINE! HAVE YOU SEEN COLOSSUS? IT'S ALMOST TIME TO LEAVE! EVERYONE IS GATHERING IN THE BIG HANGAR!
HE AIN'T HERE, NIGHTCRAWLER ...BUT I KNOW WHERE HE WENT!
BAMF!
YOU MEAN...TO HER?
HOW CAN HE BE SO FAITHLESS TO POOR KATYA?

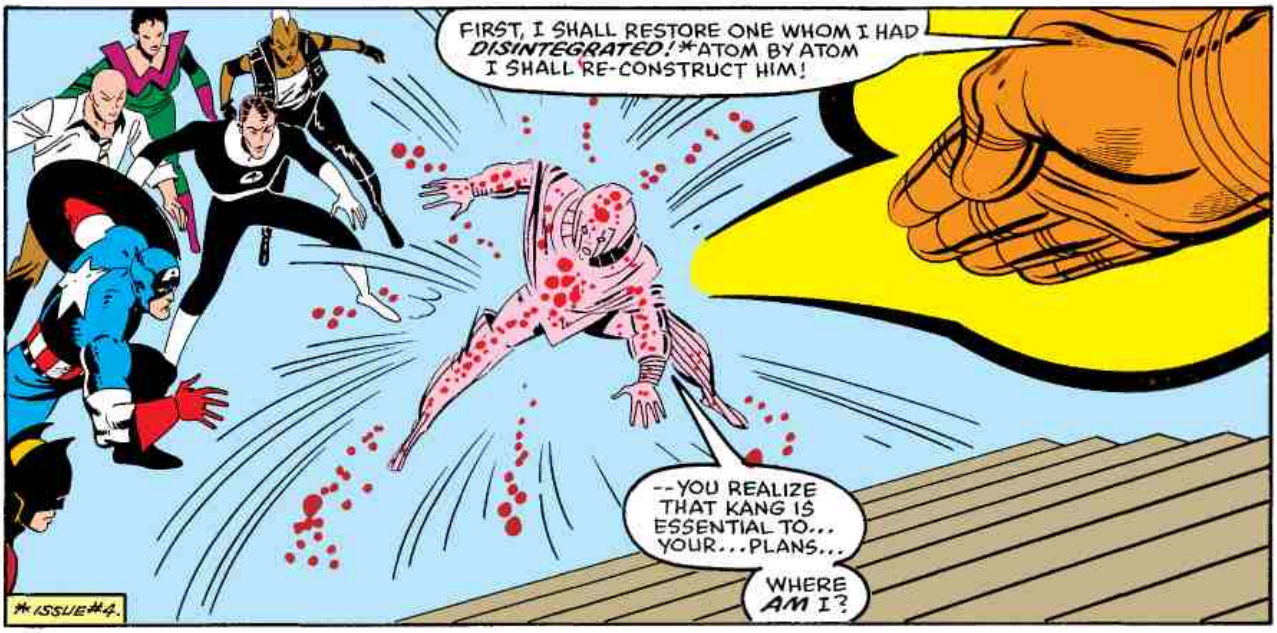
I CAN UNDERSTAND A MAN FOLLOWING HIS HEART-- GOING WITH WHAT FEELS RIGHT! THERE'S NO HONOR LOST IN THAT--BUT CAN'T HE SEE THAT THIS OBSESSION OF HIS IS JUST A SIDE-EFFECT OF HER HEALING POWER?
ARE YOU SURE?
YEAH! AND THIS AIN'T THE GIRL NEXT DOOR, EITHER! DIFFERENT WORLD... DIFFERENT CULTURE... WHO KNOWS WHAT LOVE MEANS TO HER? PROBABLY NOT THE SAME AS TO HIM! LOOKS TO ME LIKE IT'S A STANDARD PART OF HER PATIENT-CARE!

SOON...
PROFESSOR X! COLOSSUS IS...
LAST NIGHT THE DARKNESS WAS THICK WITH VISIONS OF DEATH AND DESPAIR... IT BODES NOT WELL...
DOES THAT MEAN YOU HAD BAD DREAMS? ME,TOO!
I KNOW!
I HAD A FEW WHITE-KNUCKLERS MYSELF! A COINCIDENCE-- I HOPE!
ALL RIGHT, LET'S MOVE OUT!


SHORTLY...
WELCOME TO THE TOWER! IT IS THE APPOINTED HOUR! LET ME SHOW YOU TO THE ROOM... WHERE WAITS DOOM! OOM, OOM, OOM...

SOON...
GREETINGS! DO ANY HERE DOUBT THAT I WIELD THE POWER OF THE BEYONDER?
WE BELIEVE IT, DOOM, BUT... SO WHAT? IT CHANGES NOTHING AS FAR AS I'M CONCERNED!
MUCH HAS CHANGED, CAPTAIN AMERICA! MUCH INDEED! FOR, WHEN I USURPED THE BEYONDER'S POWER, SLAYING HIM--IN A WAY, DOOM DIED AS WELL!
NOW, I AM ALL-POWERFUL! I HAVE NOTHING TO PROVE TO LESSER CREATURES--AND NONE ARE MY EQUAL! I AM COMPLETE...SERENE IN MY OMNIPOTENCE! THE DARK, SEETHING DESIRES WHICH ONCE DROVE AND SHAPED DOOM ARE NO MORE!
NOTHING IN THIS UNIVERSE--NOTHING OF WHICH YOU CAN CONCEIVE, NO MATTER HOW COSMIC IN SCOPE--COULD POSSIBLY MERIT MY ATTENTION! FOR AS ETERNITY IS TO YOU... I AM TO ETERNITY!
I HAVE TRANSCENDED ALL CONCERNS OF THIS PLANE OF EXISTENCE--

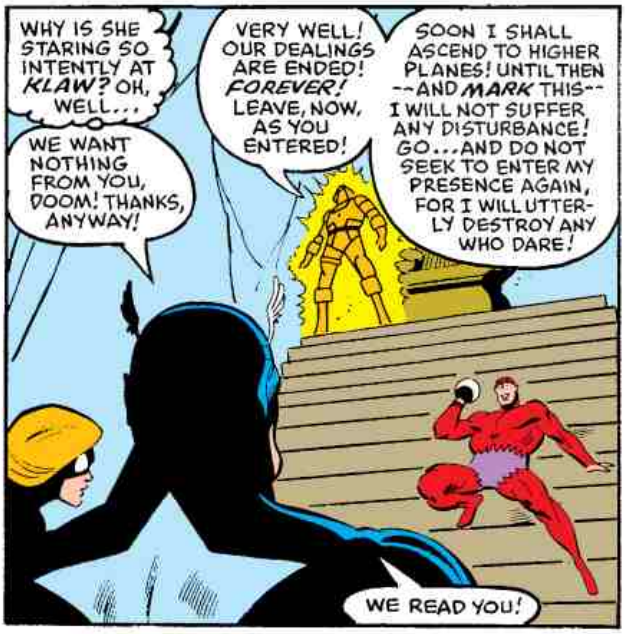
--AND, YET... WE HAVE UNFINISHED BUSINESS! LOOSE ENDS, IF YOU WILL, LEFT OVER FROM MY MORTAL LIFE!
I CANNOT UNDO ALL OF THE EVIL WORKS OF MY LIFE WITHOUT UNRAVELING A GREAT DEAL OF THE FABRIC OF REALITY, CAUSING ENORMOUS UPHEAVALS IN THE TIME/SPACE CONTINUUM--!
I CAN, THOUGH, EASILY SET RIGHT SOME OF THE CRIMES OF THESE FEW DAYS PAST...


FIRST, I SHALL RESTORE ONE WHOM I HAD *DISINTEGRATED!* *ATOM BY ATOM I SHALL RE-CONSTRUCT HIM!
--YOU REALIZE THAT KANG IS ESSENTIAL TO... YOUR...PLANS...
WHERE *AM* I?
*ISSUE #4.

NOW, I RETURN HIM WHENCE HE CAME--TO HIS HOME!
BUT...HE WAS *DEAD!* HOW--?!
DEAD... AS YOU COMPREHEND DEATH, CAPTAIN AMERICA! BUT THERE IS MORE TO LIFE AND DEATH THAN IN YOUR PHILOSOPHY!

GALACTUS, WHOM I LEFT DRIFTING HELPLESSLY IN SPACE *HAS ALREADY BEEN FOUND AND AIDED BY HIS HERALD -- THE FEMALE CALLED *NOVA!*
WHICH LEAVES ONLY YOU!
I WISH TO GRANT YOU A *BOON*...AS A GESTURE TO ATONE FOR THE SUFFERING YOU HAVE ENDURED AT MY HANDS! STATE YOUR DESIRE...ANY-THING! AND IT SHALL BE YOURS!
*ISSUE #10.

I THINK HE'S SERIOUS!
WHY DON'T WE ASK HIM TO GET US HOME?
MAYBE HE CAN FIND *LOCKHEED*, KITTY'S PET DRAGON FOR US! WE HAVEN'T SEEN HIM SINCE THE DAY WE ARRIVED HERE!
YEAH...BAD ENOUGH KITTY'S LOSING COLOSSUS OVER THIS! SHE SHOULDN'T HAVE TO LOSE HER DRAGON, TOO!
THAT'S NOT NECESSARY! I CAN GET US HOME!
HMM... WHAT'S WRONG WITH SPIDER-WOMAN?

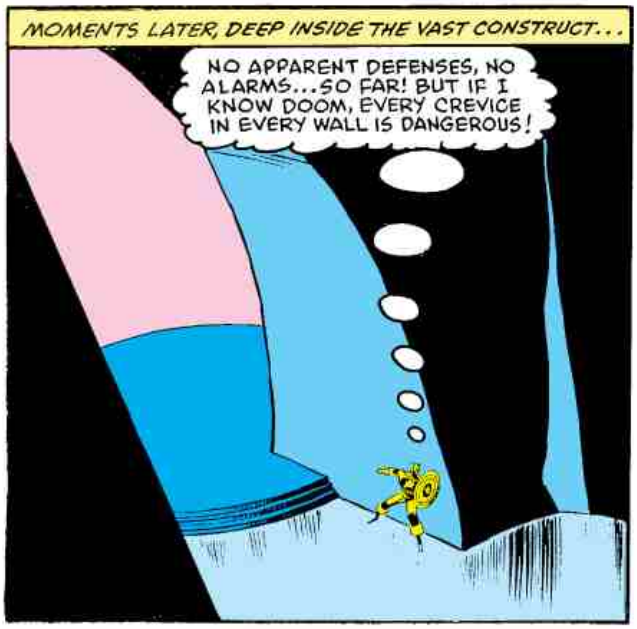

WHY IS SHE STARING SO INTENTLY AT *KLAW*? OH, WELL...
WE WANT NOTHING FROM YOU, DOOM! THANKS, ANYWAY!
VERY WELL! OUR DEALINGS ARE ENDED! *FOREVER!* LEAVE, NOW, AS YOU ENTERED!
SOON I SHALL ASCEND TO HIGHER PLANES! UNTIL THEN --AND *MARK* THIS-- I WILL NOT SUFFER ANY DISTURBANCE! GO...AND DO NOT SEEK TO ENTER MY PRESENCE AGAIN, FOR I WILL UTTER-LY DESTROY ANY WHO DARE!
WE READ YOU!

MOMENTS LATER, OUTSIDE...
...EIGHTEEN, NINETEEN, TWENTY... WHERE'S SPIDER-WOMAN?
SHE'S NOT HERE!
HMM...DOOM'S VERY AURA NEGATES MY TELEPATHIC POWERS--I CAN'T PROBE INSIDE HIS TOWER--BUT I CAN ASSURE YOU SHE'S NOT OUTSIDE!

BLAST IT! I THOUGHT I NOTICED HER BEHAVING ODDLY! I SHOULD HAVE KEPT AN EYE ON HER AS WE WERE LEAVING! BUT WHY WOULD SHE REMAIN? WHAT IS SHE TRYING TO PROVE?
I DON'T KNOW...SHE'S RISKING DEATH! SHE MAY ALREADY BE DEAD!

MAYBE NOT... MAYBE NOT YET!
I'M GOING BACK IN AFTER HER!
CAP, DON'T! DOOM WILL KILL YOU!

AS LONG AS THERE'S A CHANCE SHE'S STILL ALIVE...I'VE GOT TO GO!
THEN WE'RE ALL GOING!
NO! IF I'M NOT BACK IN FIFTEEN MINUTES, LEAVE! NO ONE ELSE GOES IN! GOT IT? THAT'S AN ORDER!


MOMENTS LATER, DEEP INSIDE THE VAST CONSTRUCT...
NO APPARENT DEFENSES, NO ALARMS...SO FAR! BUT IF I KNOW DOOM, EVERY CREVICE IN EVERY WALL IS DANGEROUS!

STILL NO DEFENSES... CURIOUSER AND CURIOUSER!
"...HOME WHERE THE BUFFALO ROAM! AND THE DEER AND THE ANTELOPE PLAY! AY, AY, AY..."
THAT'S KLAW! SHE WAS STARING AT KLAW--! HMM...
"WHERE SELDOM IS HEARD..."

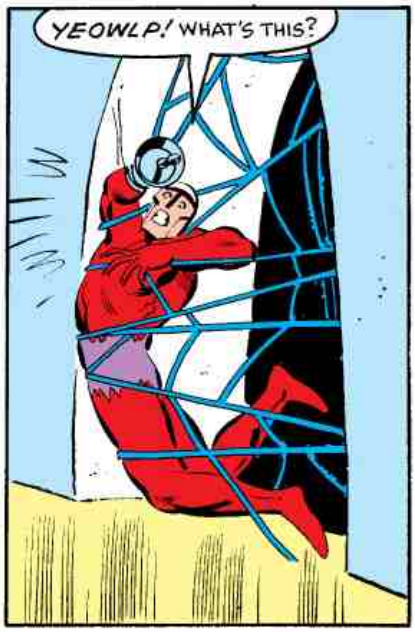
WHAT THE...
OOPS!
CAPTAIN AMERICA!
WELL...WHAT IS IT THAT YOU WANT?

UH...SPIDER-WOMAN...SHE SEEMS TO BE MISSING! I THINK SHE'S STILL IN HERE SOMEWHERE! MAYBE SHE GOT LOST! I CAME BACK TO LOOK FOR HER!
I SEE! KLAW! FIND HER!

THIS...WASN'T WHAT I EXPECTED FROM SOMEONE WHO HAS TRANSCENDED HUMANITY! I KEEP EXPECTING SOMEONE TO SAY, "PAY NO ATTENTION TO THE MAN BEHIND THE CURTAIN!"
THOSE PORTRAITS --YOUR MOTHER, PERHAPS?
VERY PERCEPTIVE, CAPTAIN...

MEANWHILE...
SPIDER, IDER, IDER-WOMAN, OMAN, OMAN!

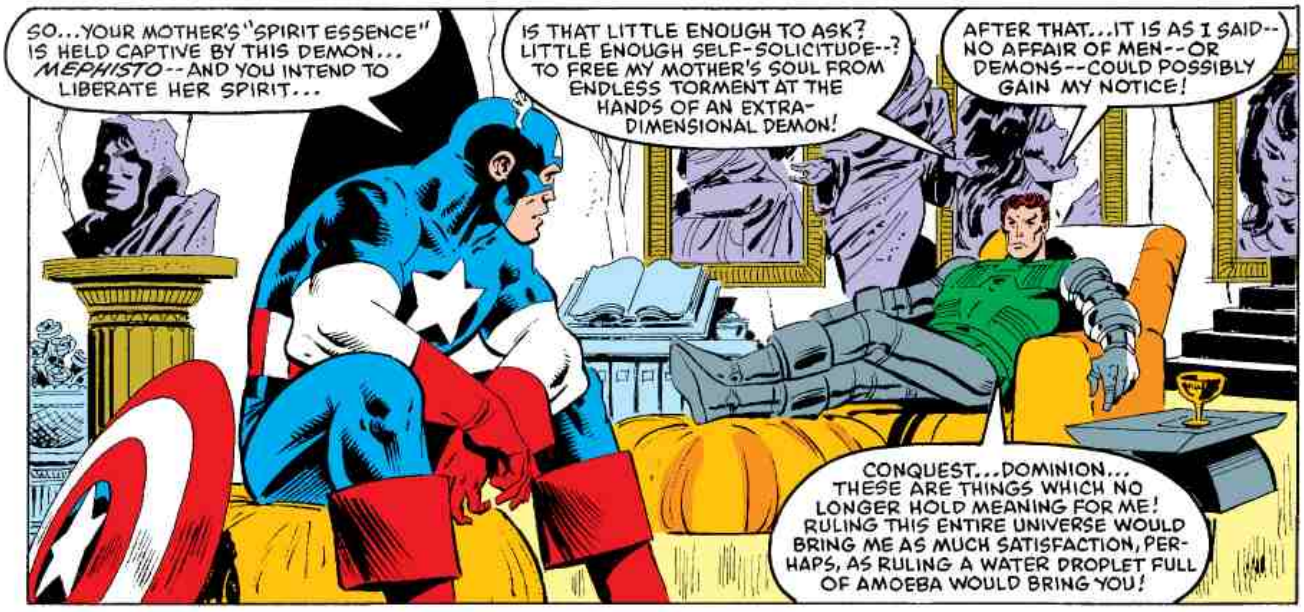
WHERE IS SHE? WHERE COULD SHE BE?


YEOWLP! WHAT'S THIS?

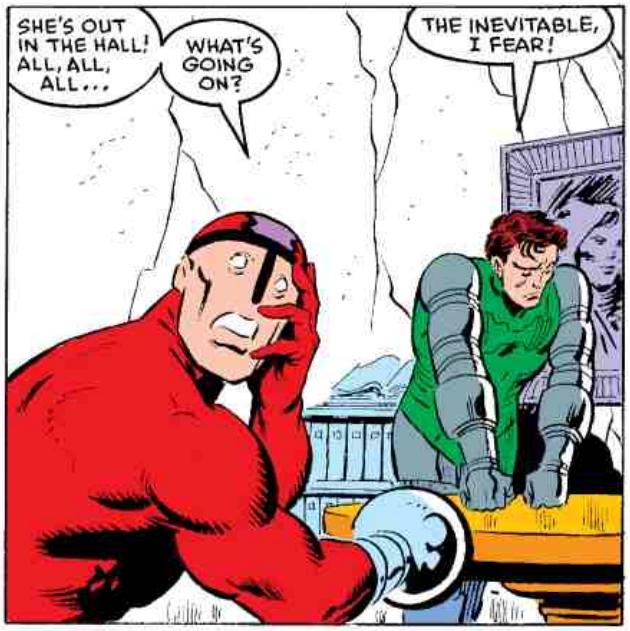
HEY! YEEEK!

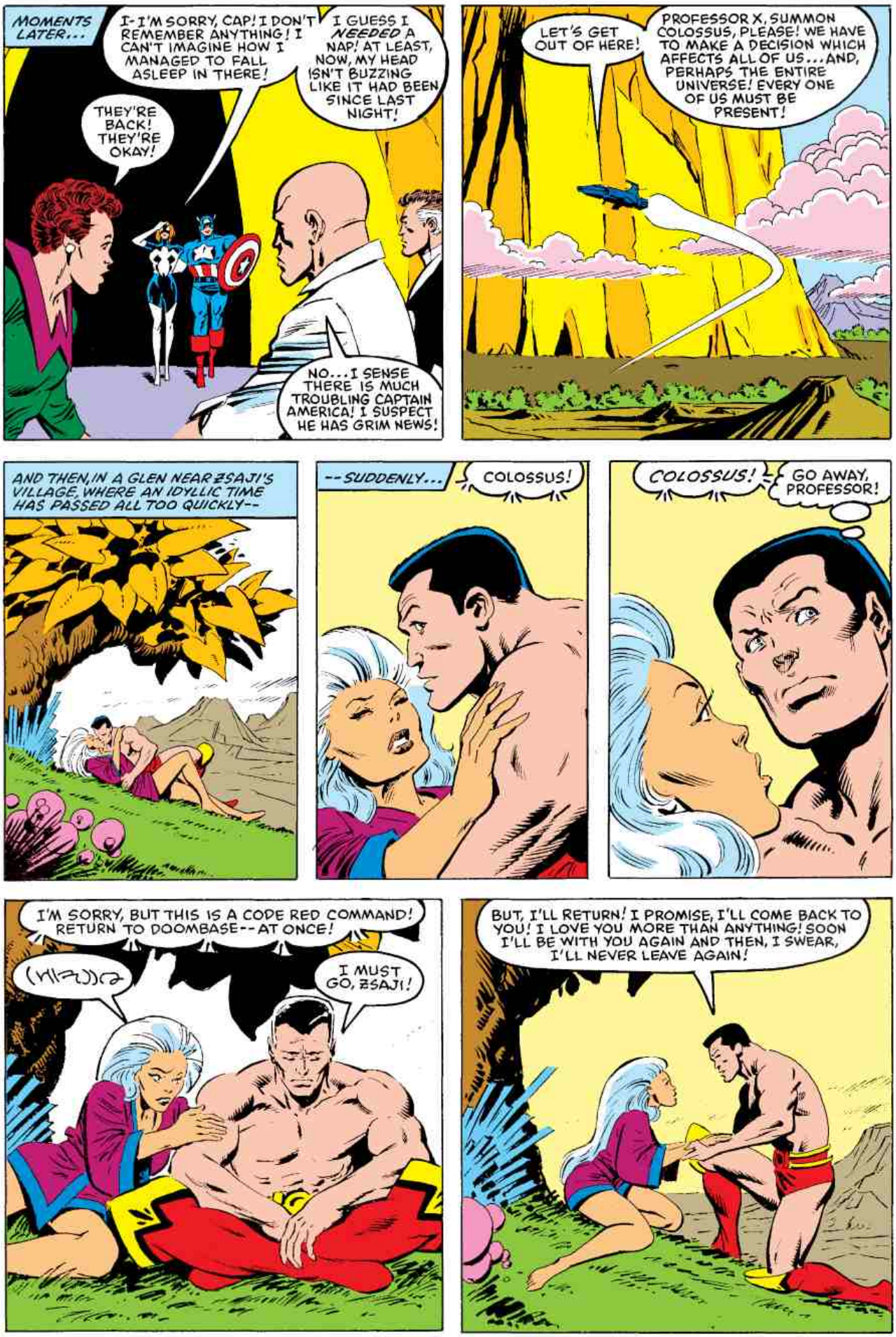
UHH...

SPIDER-WOMAN SLUMPS TO THE FLOOR, LOST IN PEACEFUL SLUMBER --WHILE KLAW RETURNS WHENCE HE CAME, ANIMATED, AT FIRST, BY A WILL NOT HIS OWN--
--BUT WITH EACH STEP HE TAKES, THE ALIEN FORCE GUIDING HIM RETREATS INTO HIS SUBCONSCIOUS, SURRENDERING CONTROL BACK TO KLAW--UNTIL IT IS MERELY A SLIGHT BUZZING LURKING IN BACK OF HIS MIND.


SO...YOUR MOTHER'S "SPIRIT ESSENCE" IS HELD CAPTIVE BY THIS DEMON... MEPHISTO--AND YOU INTEND TO LIBERATE HER SPIRIT...
IS THAT LITTLE ENOUGH TO ASK? LITTLE ENOUGH SELF-SOLICITUDE--? TO FREE MY MOTHER'S SOUL FROM ENDLESS TORMENT AT THE HANDS OF AN EXTRA-DIMENSIONAL DEMON!
AFTER THAT...IT IS AS I SAID-- NO AFFAIR OF MEN--OR DEMONS--COULD POSSIBLY GAIN MY NOTICE!
CONQUEST...DOMINION... THESE ARE THINGS WHICH NO LONGER HOLD MEANING FOR ME! RULING THIS ENTIRE UNIVERSE WOULD BRING ME AS MUCH SATISFACTION, PERHAPS, AS RULING A WATER DROPLET FULL OF AMOEBA WOULD BRING YOU!

YOU LOOK PRETTY HUMAN TO ME NOW, DOOM!
IT IS FOR YOUR PROTECTION THAT I KEEP THE POWER CONTAINED--COMPLETELY BOTTLED UP INSIDE ME--LEST AN INADVERTENT FLICK OF MY FINGER SHOULD DESTROY A SOLAR SYSTEM, OR WIPE OUT AN INTERGALACTIC CIVILIZATION!
WHILE I LINGER ON THIS PLANE, I AM LIKE A GIANT ON A WORLD OF ANTS! EVERY SLIGHT MOVEMENT I MAKE CAN SEAL THE DESTINIES OF MILLIONS!
I... DO NOT WISH TO DESTROY ANYONE!
THEN, I'LL FIND SPIDER-WOMAN... AND TAKE MY LEAVE!


SHE'S OUT IN THE HALL! ALL, ALL, ALL...
WHAT'S GOING ON?
THE INEVITABLE, I FEAR!


MOMENTS LATER...
I- I'M SORRY, CAP! I DON'T REMEMBER ANYTHING! I CAN'T IMAGINE HOW I MANAGED TO FALL ASLEEP IN THERE!
I GUESS I NEEDED A NAP! AT LEAST, NOW, MY HEAD ISN'T BUZZING LIKE IT HAD BEEN SINCE LAST NIGHT!
THEY'RE BACK! THEY'RE OKAY!
NO... I SENSE THERE IS MUCH TROUBLING CAPTAIN AMERICA! I SUSPECT HE HAS GRIM NEWS!
LET'S GET OUT OF HERE!
PROFESSOR X, SUMMON COLOSSUS, PLEASE! WE HAVE TO MAKE A DECISION WHICH AFFECTS ALL OF US... AND, PERHAPS THE ENTIRE UNIVERSE! EVERY ONE OF US MUST BE PRESENT!
AND THEN, IN A GLEN NEAR ZSAJI'S VILLAGE, WHERE AN IDYLLIC TIME HAS PASSED ALL TOO QUICKLY--
--SUDDENLY...
COLOSSUS!
COLOSSUS!
GO AWAY, PROFESSOR!
I'M SORRY, BUT THIS IS A CODE RED COMMAND! RETURN TO DOOMBASE-- AT ONCE!
I MUST GO, ZSAJI!
BUT, I'LL RETURN! I PROMISE, I'LL COME BACK TO YOU! I LOVE YOU MORE THAN ANYTHING! SOON I'LL BE WITH YOU AGAIN AND THEN, I SWEAR, I'LL NEVER LEAVE AGAIN!

LATER, IN A COUNCIL CHAMBER AT DOOMBASE...
I DON'T UNDERSTAND, CAP! WHAT'S *WRONG* WITH DOOM WANTING TO RESCUE HIS MOTHER'S SPIRIT?
MAYBE NOTHING! UNDER OTHER CIRCUMSTANCES, I MIGHT EVEN VOLUNTEER TO *HELP* HIM! IT SEEMS LIKE A VERY HUMANE... AND *HUMAN* THING TO WANT!

THAT'S WHAT WORRIES ME!
DOOM CLAIMS HE'S *TRANSCENDED* ALL HUMAN DESIRE! WHAT IF HE HASN'T?

WE'VE SEEN THE POWER OF THE BEYONDER--DOOM'S POWER--IN ACTION BEFORE! IT IS *SUCH* POWER THAT EVEN NOW, NOTHING IN THE UNIVERSE CAN TAKE PLACE WITHOUT HIS CONSENT! THAT KIND OF AUTHORITY RIGHTFULLY BELONGS TO... NO MAN!

NO MATTER HOW ENLIGHTENED OR BENEVOLENT HE'S BECOME, FREEDOM TO DO WHAT DOOM ALLOWS IS NOT FREEDOM!
REMEMBER, THE FIRST THING DOOM DID WITH HIS NEWFOUND POWER...

...WAS REPAIR THE SCARS ON HIS FACE! I SEE YOUR POINT!
I'M NOT CERTAIN I'M RIGHT! PERHAPS WE SHOULD ACCEPT DOOM AT HIS WORD ...NOT BORROW TROUBLE... GO ON OUR WAY AND COUNT OUR BLESSINGS!

NO... *NO!* WE'VE GOT TO STOP HIM NOW... BEFORE IT'S TOO LATE! GET HIM TO GIVE UP THIS POWER...
POWER, SCHMOWER! WE'LL JUST KNOCK HIM DOWN TEN PEGS OR SO...
WHAT REED SAYS GOES FOR ALLA US *FF*'ER'S!

I THINK CAP'S RIGHT! I CAN'T BELIEVE DOOM COULD GIVE UP LORDING IT OVER PEOPLE... OR BLEU CHEESE DIP! NOT FOR LONG! WE'VE GOT TO MAKE A STAND BEFORE HE TAKES THIS SELF-APPOINTED DEITY STUFF TOO FAR!
AYE, WASP!
LET'S GO FOR IT!
I'M WITH YOU, SHE-HULK!
COUNT GOOD OL' HAWKEYE IN-- BUT COULD SOMEBODY PLEASE HELP ME MAKE SOME *ARROWS* FIRST?
SHOW ME THE HEADS, MAN--IRON MAN'LL CRACK 'EM!

GEE, I'M HONORED TO BE GIVEN A VOTE! I AGREE!
I'M IN! WHO WANTS TO ARGUE WITH ALL OF YOU HEAVY HITTERS?

WHO COULD KNOW BETTER THAN THE HULK THE DANGER OF TOO MUCH POWER? I SAY FIGHT!

PERHAPS I KNOW BETTER THAN YOU THE TEMPTATION OF *INSIDIOUS* POWER--POWER WHICH CAN BE USED FOR SUBTLE MANIPULATION! WE MUST FIGHT!
I THINK PROFESSOR X SPEAKS FOR ALL OF US X-MEN!
YES!
I AGREE!
STORM SPEAKS FOR HERSELF-- BUT I BELIEVE THAT OUR ONLY CHOICE IS TO RESIST DOOM NOW!
YOU SAID IT, LADY!

I, TOO, AGREE! DOOM CANNOT BE TRUSTED WITH SUCH POWER!
COLOSSUS? YOU HAVEN'T SPOKEN YET-- AND YOU'RE THE LAST!
I-- I JUST DON'T KNOW! I MEAN-- WHAT HAS HE DONE TO US? NOTHING! HE MAY NEVER HARM US!
HE SEEMS TO BE AN ENTIRELY DIFFERENT BEING THAN HE WAS BEFORE! IF WE STRIKE AT HIM UNPROVOKED --ARE WE NOT THE CRIMINALS?
YOU MAY BE RIGHT, SON! I'M NOT DEAD CERTAIN ABOUT ANY OF THIS! THAT'S WHY IT MUST BE A UNANIMOUS VOTE... OR WE DO NOTHING!
DON'T THINK YOU MUST AGREE! THE CHOICE IS YOURS...
KEEP IN MIND, BY THE WAY, THAT IF WE DO DECIDE TO CONFRONT DOOM, IT'S POSSIBLE THAT WE MIGHT BE ANNIHILATED ON THE SPOT BY A BOLT FROM THE BLUE!
IT'S JUST THAT... YOU SEE, I-- I FINALLY HAVE FOUND TRUE HAPPINESS-- THE ONE WOMAN IN ALL THE UNIVERSE I LOVE! THE THOUGHT THAT IT MIGHT END... THAT I MIGHT BE KILLED, NOW... THAT WE COULD RUIN IT ALL UNNECESSARILY--!
AM I BEING SELFISH?
ONLY YOU KNOW THAT, SON!
FORGIVE ME, ZSAJI...
I SAY YES... WE FIGHT!

SHRAKKKT!
TO BE CONTINUED--?

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Transported to a strange planet by an all-powerful being from beyond the universe called the *Beyonder*, the mightiest Super Heroes and Super-Villains of all were gathered to fight the ultimate war! After many epic battles, the heroes, led by *Captain America* had conquered all who opposed them — all save one. That one was *Doctor Doom*, who managed to wrest away the godlike power of the Beyonder himself, and use it to utterly destroy the Super Heroes.

Stan Lee PRESENTS: MARVEL SUPER HEROES™ SECRET WARS™

JIM SHOOTER WRITER | MIKE ZECK PENCILER | JOHN BEATTY INKER | JOE ROSEN LETTERER | CHRISTIE SCHEELE COLORIST | TOM DEFALCO EDITOR

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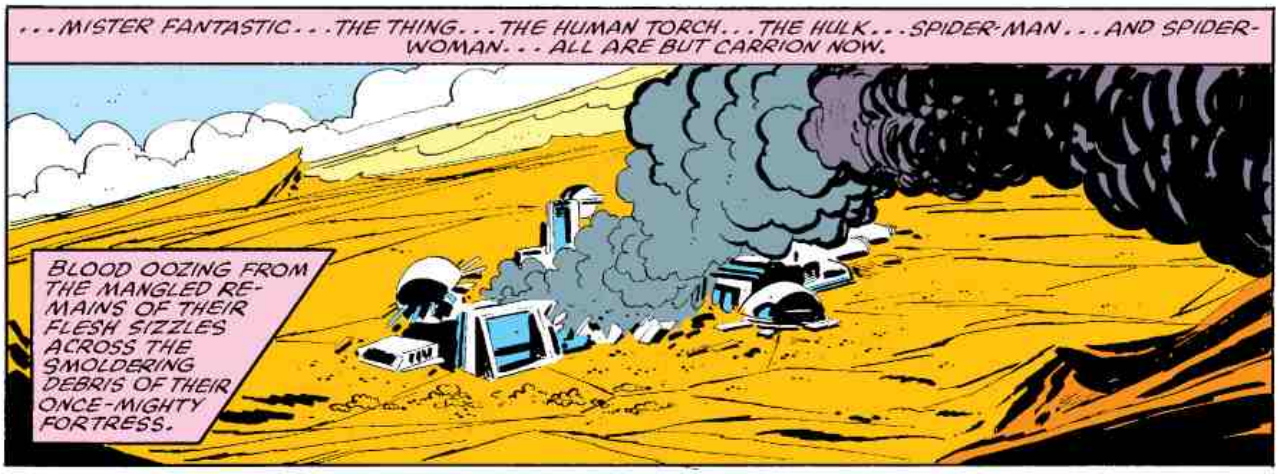
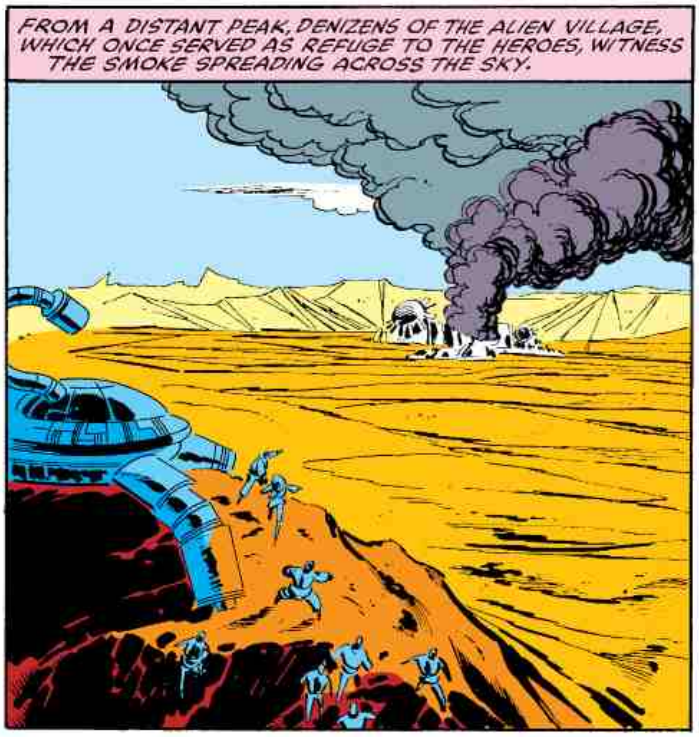
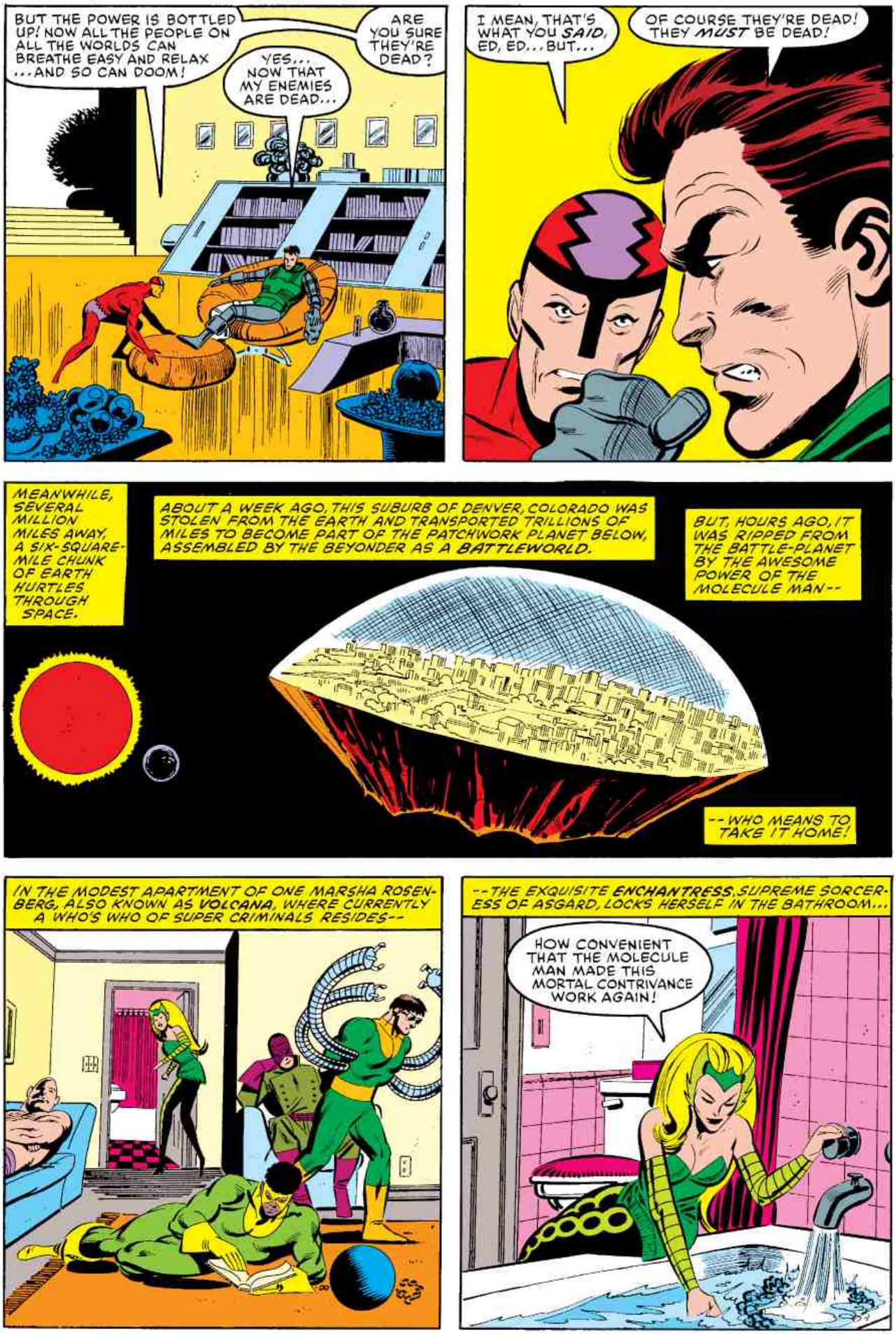
...PROFESSOR CHARLES XAVIER...NIGHTCRAWLER...COLOSSUS...CYCLOPS...STORM...WOLVERINE...
ROGUE...MAGNETO...

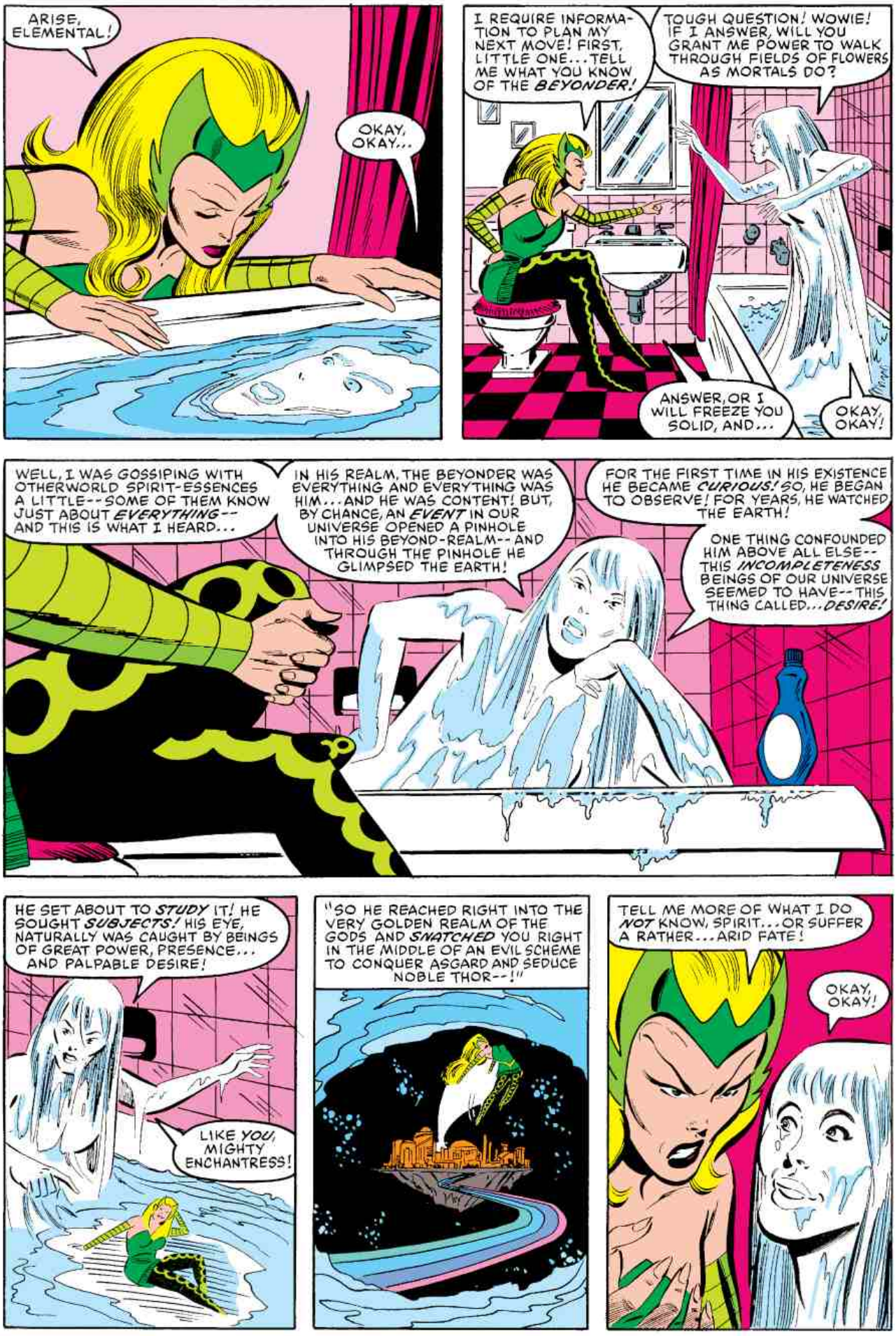

...MISTER FANTASTIC...THE THING...THE HUMAN TORCH...THE HULK...SPIDER-MAN...AND SPIDER-
WOMAN...ALL ARE BUT CARRION NOW.
BLOOD OOZING FROM THE MANGLED REMAINS OF THEIR FLESH SIZZLES ACROSS THE SMOLDERING DEBRIS OF THEIR ONCE-MIGHTY FORTRESS.


FROM A DISTANT PEAK, DENIZENS OF THE ALIEN VILLAGE, WHICH ONCE SERVED AS REFUGE TO THE HEROES, WITNESS THE SMOKE SPREADING ACROSS THE SKY.

ZSAJI, THE HEALER, WHO SO OFTEN IN RECENT DAYS MENDED THE HEROES' WOUNDS AND EASED THEIR PAIN, REMEMBERS THE GENTLE CARESS OF THE TALL, STRONG ONE CALLED **COLOSSUS** WHO LOVED HER SO. IS HE BEYOND HER POWER NOW-- **DEAD** AND GONE FOREVER?
SHE FEARS THE WORST...

HUNDREDS OF MILES AWAY, IN THE FASTNESS OF A MIGHTY TOWER WHICH PROBES THE VERY FRINGES OF SPACE--
--DWELLS THE AUTHOR OF THE CARNAGE...
DOCTOR DOOM! IS IT OVER? ARE THEY DEAD?
YES, KLAW... THEY ARE DEAD!
DEAD! ED, ED, ED..! AND NOW, DOOM--?
NOW, ONCE AGAIN, I SHALL DRAW THE POWER IN... CONTAIN IT... SEAL IT UP SAFELY WITHIN THE DEPTHS OF MY BEING!
SEAL UP THE POWER-- GOD'S MIGHT IN A CAN! THUS, DOOM IS JUST ANOTHER MAN!
BUT WHY?
LEST IN A CARELESS MOMENT, A CASUAL FLICK OF MY LITTLE FINGER MIGHT BLACKEN A STAR SYSTEM, OR WIPE OUT AN INTERGALACTIC CIVILIZATION. LEST, LIKE VISHNU," I AM BECOME DEATH, THE DESTROYER OF WORLDS!"
THIS UNIVERSE IS TOO FRAGILE!
SUCH POWER! SUCH WEIGHT UPON YOUR SHOULDERS! POOR DOOM!


BUT THE POWER IS BOTTLED UP! NOW ALL THE PEOPLE ON ALL THE WORLDS CAN BREATHE EASY AND RELAX ...AND SO CAN DOOM!
YES... NOW THAT MY ENEMIES ARE DEAD...
ARE YOU SURE THEY'RE DEAD?
I MEAN, THAT'S WHAT YOU SAID, ED, ED... BUT...
OF COURSE THEY'RE DEAD! THEY MUST BE DEAD!
MEANWHILE, SEVERAL MILLION MILES AWAY, A SIX-SQUARE-MILE CHUNK OF EARTH HURTLES THROUGH SPACE.
ABOUT A WEEK AGO, THIS SUBURB OF DENVER, COLORADO WAS STOLEN FROM THE EARTH AND TRANSPORTED TRILLIONS OF MILES TO BECOME PART OF THE PATCHWORK PLANET BELOW, ASSEMBLED BY THE BEYONDER AS A BATTLEWORLD.
BUT, HOURS AGO, IT WAS RIPPED FROM THE BATTLE-PLANET BY THE AWESOME POWER OF THE MOLECULE MAN--
--WHO MEANS TO TAKE IT HOME!
IN THE MODEST APARTMENT OF ONE MARSHA ROSENBERG, ALSO KNOWN AS VOLCANA, WHERE CURRENTLY A WHO'S WHO OF SUPER CRIMINALS RESIDES--
--THE EXQUISITE ENCHANTRESS, SUPREME SORCERESS OF ASGARD, LOCKS HERSELF IN THE BATHROOM...
HOW CONVENIENT THAT THE MOLECULE MAN MADE THIS MORTAL CONTRIVANCE WORK AGAIN!

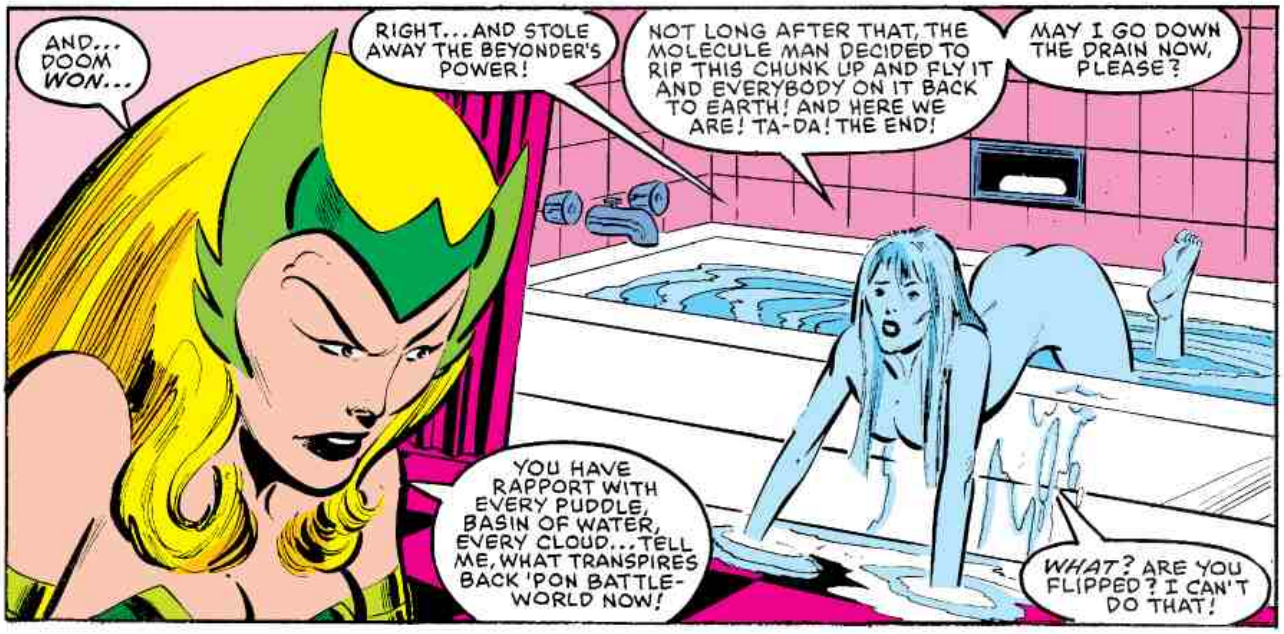

ARISE, ELEMENTAL!
OKAY, OKAY...
I REQUIRE INFORMATION TO PLAN MY NEXT MOVE! FIRST, LITTLE ONE... TELL ME WHAT YOU KNOW OF THE BEYONDER!
TOUGH QUESTION! WOWIE! IF I ANSWER, WILL YOU GRANT ME POWER TO WALK THROUGH FIELDS OF FLOWERS AS MORTALS DO?
ANSWER, OR I WILL FREEZE YOU SOLID, AND...
OKAY, OKAY!
WELL, I WAS GOSSIPING WITH OTHERWORLD SPIRIT-ESSENCES A LITTLE--SOME OF THEM KNOW JUST ABOUT EVERYTHING-- AND THIS IS WHAT I HEARD...
IN HIS REALM, THE BEYONDER WAS EVERYTHING AND EVERYTHING WAS HIM... AND HE WAS CONTENT! BUT, BY CHANCE, AN EVENT IN OUR UNIVERSE OPENED A PINHOLE INTO HIS BEYOND-REALM-- AND THROUGH THE PINHOLE HE GLIMPSED THE EARTH!
FOR THE FIRST TIME IN HIS EXISTENCE HE BECAME CURIOUS! SO, HE BEGAN TO OBSERVE! FOR YEARS, HE WATCHED THE EARTH!
ONE THING CONFOUNDED HIM ABOVE ALL ELSE-- THIS INCOMPLETENESS BEINGS OF OUR UNIVERSE SEEMED TO HAVE-- THIS THING CALLED... DESIRE!
HE SET ABOUT TO STUDY IT! HE SOUGHT SUBJECTS! HIS EYE, NATURALLY WAS CAUGHT BY BEINGS OF GREAT POWER, PRESENCE... AND PALPABLE DESIRE!
LIKE YOU, MIGHTY ENCHANTRESS!
"SO HE REACHED RIGHT INTO THE VERY GOLDEN REALM OF THE GODS AND SNATCHED YOU RIGHT IN THE MIDDLE OF AN EVIL SCHEME TO CONQUER ASGARD AND SEDUCE NOBLE THOR--!"
TELL ME MORE OF WHAT I DO NOT KNOW, SPIRIT... OR SUFFER A RATHER... ARID FATE!
OKAY, OKAY!

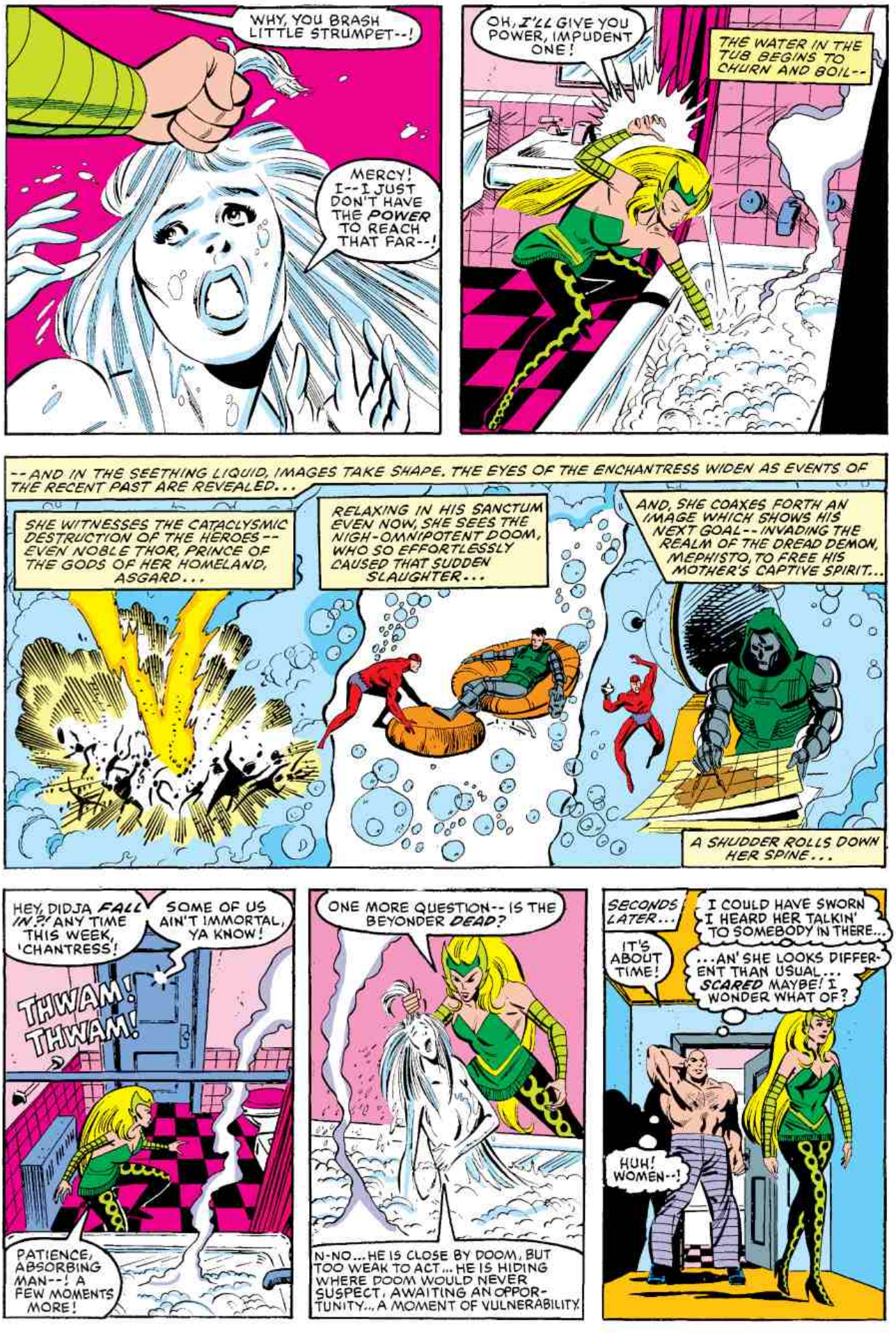
THE BEYONDER CHOSE ONLY A HANDFUL OF BEINGS FROM AMONG HUNDREDS HE'D OBSERVED -- LIKE CANDIES FROM A TRAY!
SOME HE SIMPLY SEIZED... SOME HE MERELY OPENED THE DOOR FOR-- AND THEY CAME OF THEIR OWN FREE WILL!
THOSE ONES, I HEARD, REALLY PUZZLED HIM--I MEAN, CAN YOU IMAGINE A TOTAL OUTSIDER TRYING TO MAKE SENSE OF THE WAY SUPER HEROES BEHAVE?
ONCE HE HAD HIS SUBJECTS, HE SORTED THEM ACCORDING TO THE NATURE OF THEIR DESIRES! THAT'S WHY MAGNETO ENDED UP WITH CAPTAIN AMERICA'S GROUP! HIS DESIRES SEEMED LIKED THEIRS... AND UNLIKE THE PERSONAL DESIRES OF THE OTHER... UM... FOLKS LIKE YOU...

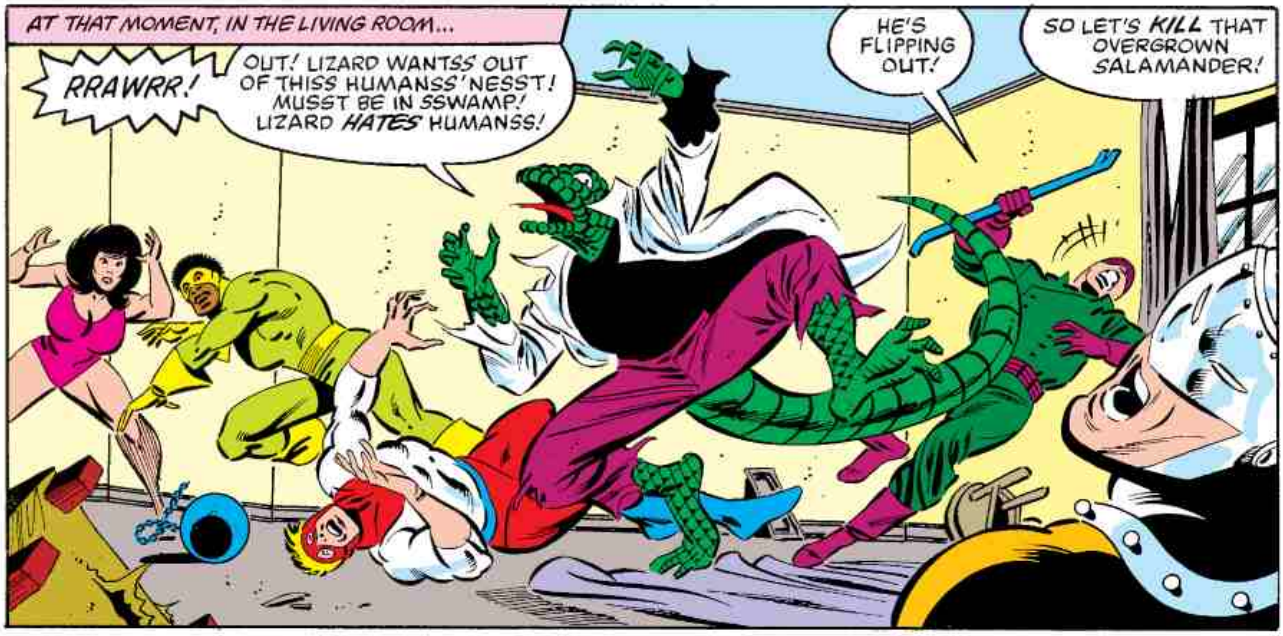
"SO, ANYWAY THE BEYONDER BEGAN HIS EXPERIMENT BY ISSUING HIS CHALLENGE..."
...SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS!

"SURE ENOUGH, WAR BROKE OUT...

"BUT, WHILE EVERYONE ELSE WAS FIGHTING ON THE PLANET BELOW, DOCTOR DOOM MANAGED TO GET INTO THE BEYONDER'S REALM, WHERE HE ATTACKED THE BEYONDER HIMSELF!"


AND... DOOM WON...
RIGHT... AND STOLE AWAY THE BEYONDER'S POWER!
NOT LONG AFTER THAT, THE MOLECULE MAN DECIDED TO RIP THIS CHUNK UP AND FLY IT AND EVERYBODY ON IT BACK TO EARTH! AND HERE WE ARE! TA-DA! THE END!
MAY I GO DOWN THE DRAIN NOW, PLEASE?
YOU HAVE RAPPORT WITH EVERY PUDDLE, BASIN OF WATER, EVERY CLOUD... TELL ME, WHAT TRANSPIRES BACK 'PON BATTLE-WORLD NOW!
WHAT? ARE YOU FLIPPED? I CAN'T DO THAT!


WHY, YOU BRASH LITTLE STRUMPET--!
MERCY! I--I JUST DON'T HAVE THE POWER TO REACH THAT FAR--!
OH, I'LL GIVE YOU POWER, IMPUDENT ONE!
THE WATER IN THE TUB BEGINS TO CHURN AND BOIL--
--AND IN THE SEETHING LIQUID, IMAGES TAKE SHAPE. THE EYES OF THE ENCHANTRESS WIDEN AS EVENTS OF THE RECENT PAST ARE REVEALED...
SHE WITNESSES THE CATACLYSMIC DESTRUCTION OF THE HEROES -- EVEN NOBLE THOR, PRINCE OF THE GODS OF HER HOMELAND, ASGARD...
RELAXING IN HIS SANCTUM EVEN NOW, SHE SEES THE NIGH-OMNIPOTENT DOOM, WHO SO EFFORTLESSLY CAUSED THAT SUDDEN SLAUGHTER...
AND, SHE COAXES FORTH AN IMAGE WHICH SHOWS HIS NEXT GOAL -- INVADING THE REALM OF THE DREAD DEMON, MEPHISTO, TO FREE HIS MOTHER'S CAPTIVE SPIRIT...
A SHUDDER ROLLS DOWN HER SPINE...
HEY, DIDJA FALL IN?! ANY TIME THIS WEEK, 'CHANTRESS!
SOME OF US AIN'T IMMORTAL, YA KNOW!
THWAM! THWAM!
PATIENCE, ABSORBING MAN--! A FEW MOMENTS MORE!
ONE MORE QUESTION -- IS THE BEYONDER DEAD?
N-NO... HE IS CLOSE BY DOOM, BUT TOO WEAK TO ACT... HE IS HIDING WHERE DOOM WOULD NEVER SUSPECT, AWAITING AN OPPORTUNITY... A MOMENT OF VULNERABILITY.
SECONDS LATER...
I COULD HAVE SWORN I HEARD HER TALKIN' TO SOMEBODY IN THERE...
IT'S ABOUT TIME!
...AN' SHE LOOKS DIFFERENT THAN USUAL... SCARED MAYBE! I WONDER WHAT OF?
HUH! WOMEN--!

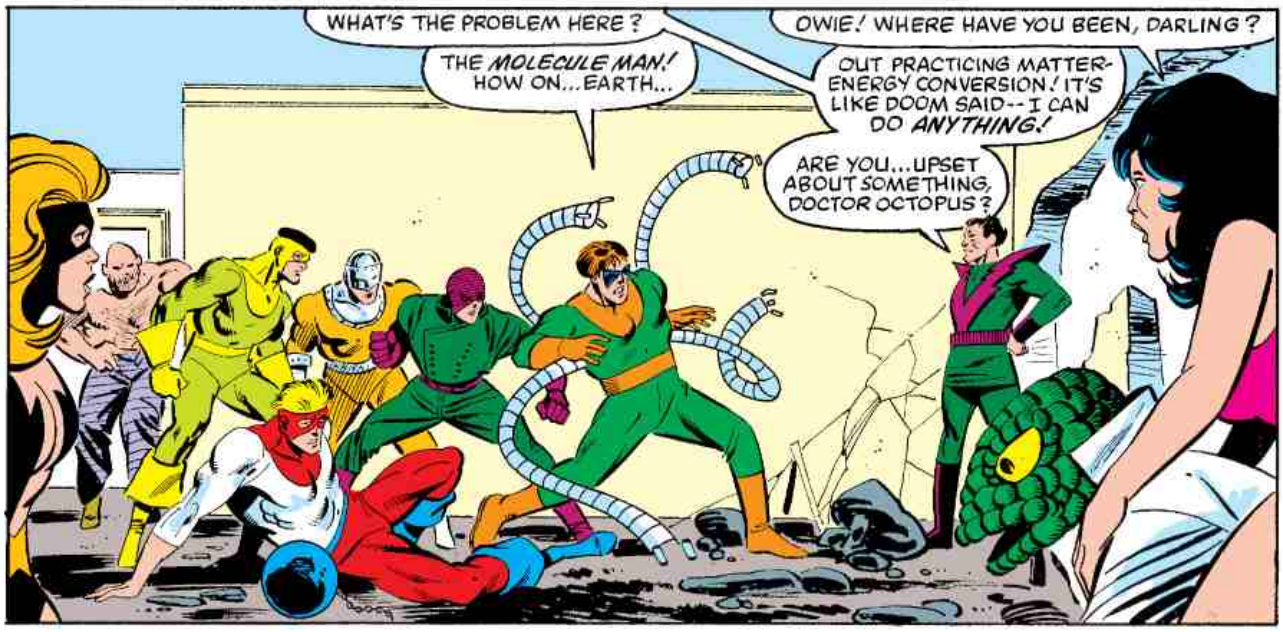

AT THAT MOMENT, IN THE LIVING ROOM...
RRAWRR!
OUT! LIZARD WANTSS OUT OF THISS HUMANSS'NESST! MUSST BE IN SSWAMP! LIZARD HATES HUMANSS!
HE'S FLIPPING OUT!
SO LET'S KILL THAT OVERGROWN SALAMANDER!

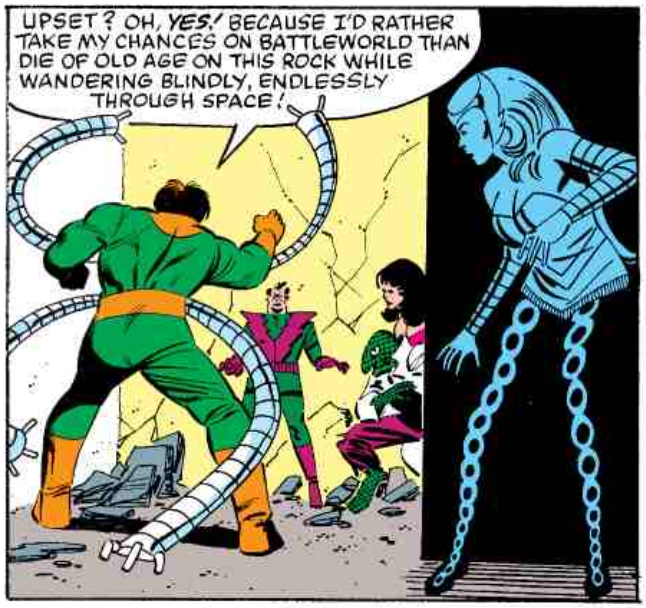
NO! LEAVE HIM ALONE!
VOLCANA--! GEEZ, WATCH IT, WILLYA?

YOU WRECKING CREW GUYS BETTER "WATCH IT"! THE LIZARD DOESN'T MEAN ANY HARM! HE'S JUST... CONFUSED!
POOR BABY! NOBODY UNDERSTANDS YOU, DO THEY? WELL, DON'T YOU WORRY, WE'LL BE HOME SOON!
"SOON?"

SUCH IDIOCY--! DON'T YOU FOOLS REALIZE THE ODDS AGAINST US EVER REACHING EARTH? AN ANT DROPPED IN THE MIDDLE OF THE SAHARA WOULD STAND A BETTER CHANCE OF GETTING TO HAWAII!
IF, BY SOME MIRACLE, WE'RE HEADED IN THE RIGHT DIRECTION, IT'D TAKE US A BILLION LIFE-TIMES TO MAKE THE TRIP FROM HERE!
OWIE WILL GET US HOME! WHY CAN'T YOU JUST HAVE FAITH, OCTOPUS?

FAITH?! IN THAT-- THAT LITTLE...!
RAK-KRASH!


WHAT'S THE PROBLEM HERE?
THE MOLECULE MAN! HOW ON...EARTH...
OWIE! WHERE HAVE YOU BEEN, DARLING?
OUT PRACTICING MATTER-ENERGY CONVERSION! IT'S LIKE DOOM SAID--I CAN DO ANYTHING!
ARE YOU...UPSET ABOUT SOMETHING, DOCTOR OCTOPUS?

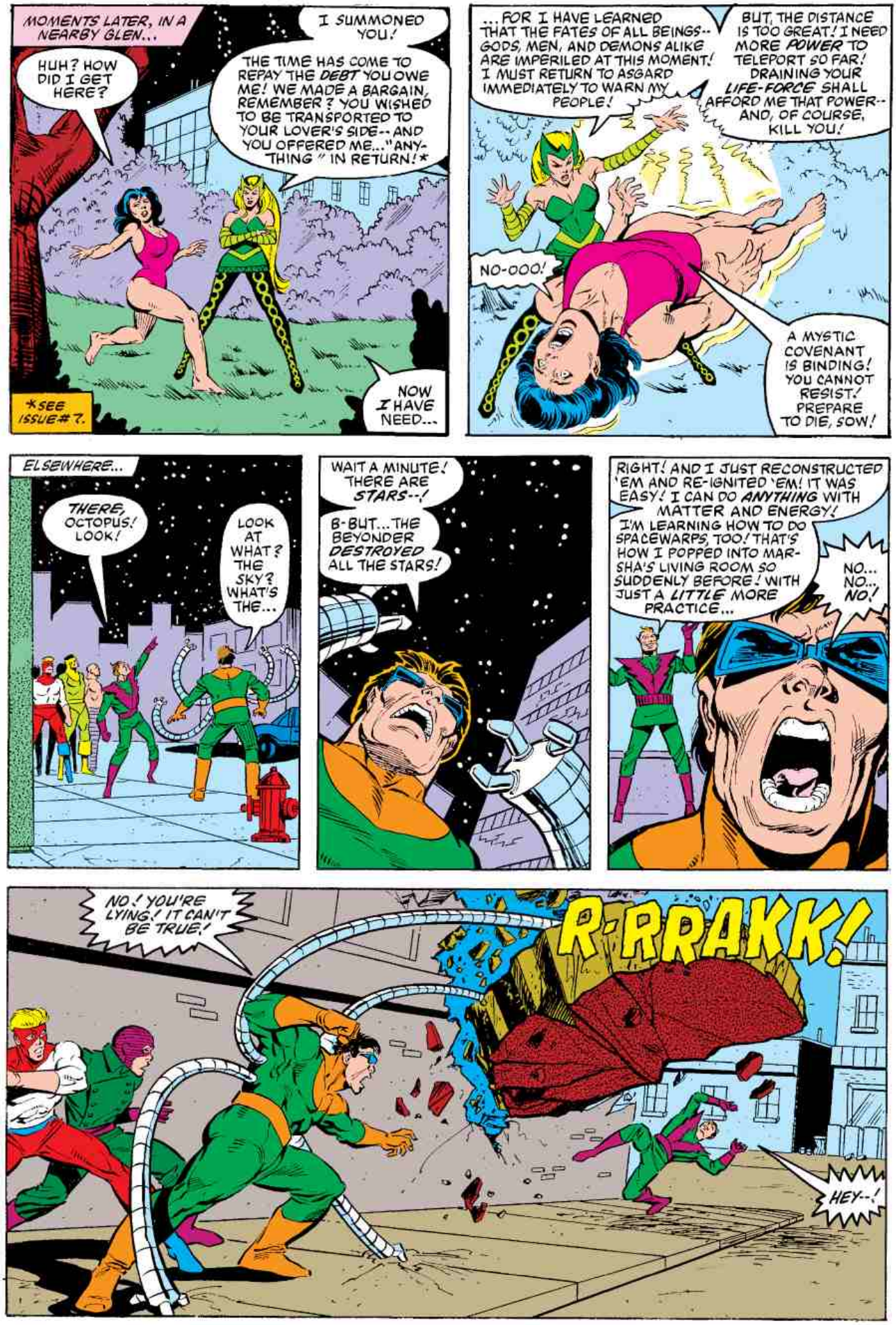

UPSET? OH, YES! BECAUSE I'D RATHER TAKE MY CHANCES ON BATTLEWORLD THAN DIE OF OLD AGE ON THIS ROCK WHILE WANDERING BLINDLY, ENDLESSLY THROUGH SPACE!

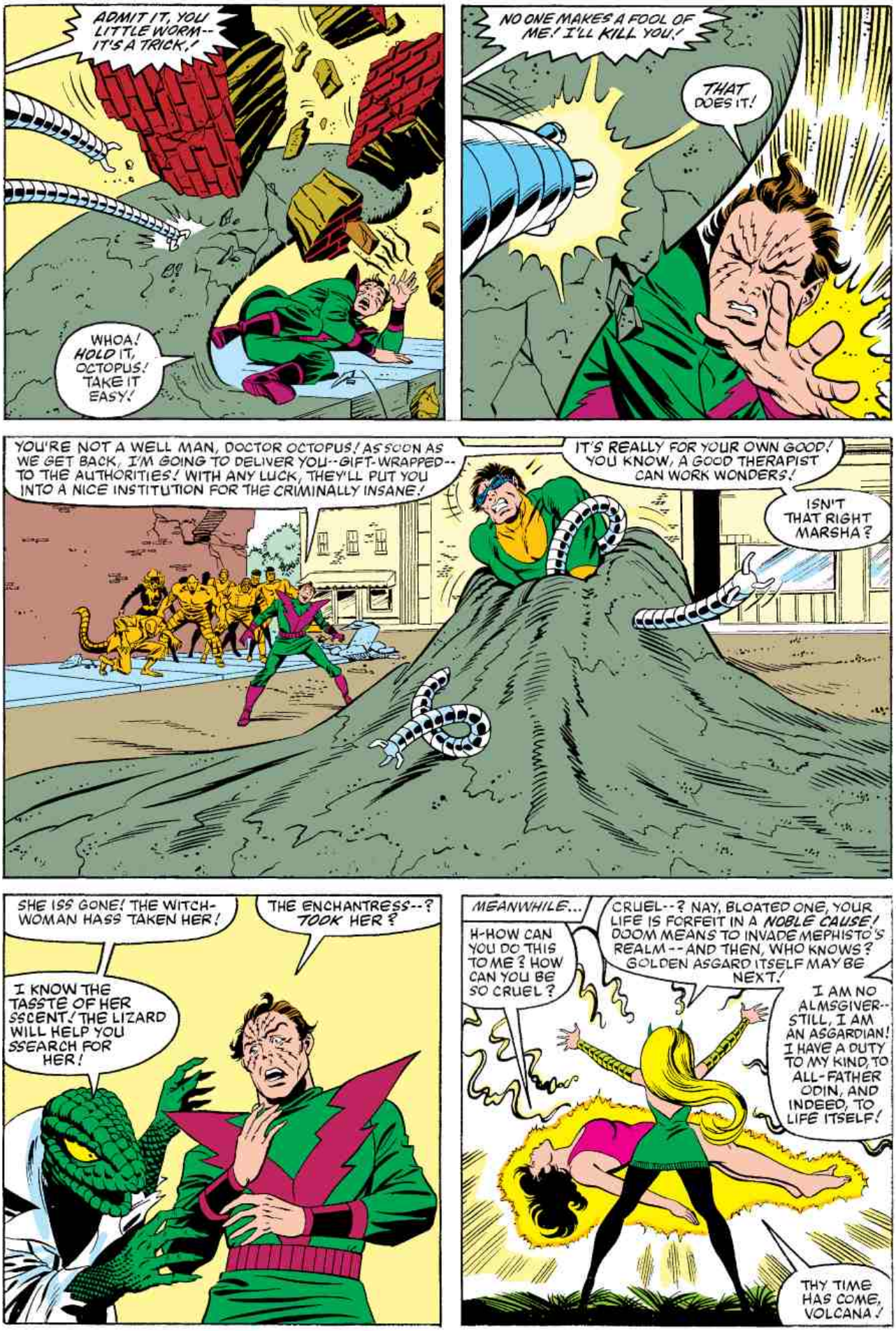
DON'T YOU UNDERSTAND--? EVEN TRAVELLING NEAR LIGHTSPEED, IT'D TAKE US BILLIONS OF YEARS TO REACH EARTH! WE'VE ONLY GONE A FEW MILLION MILES SO FAR--WE'RE NOT EVEN OUT OF SIGHT OF BATTLEWORLD!
TRUE, BUT, REALLY, I CAN GET US HOME!
IMPOSSIBLE! AND YOU KNOW IT!

LOOK, I'LL SHOW YOU I CAN, IF YOU GIVE ME A CHANCE!
SHOW ME? SHOW ME WHAT?
COME, VOLCANA...

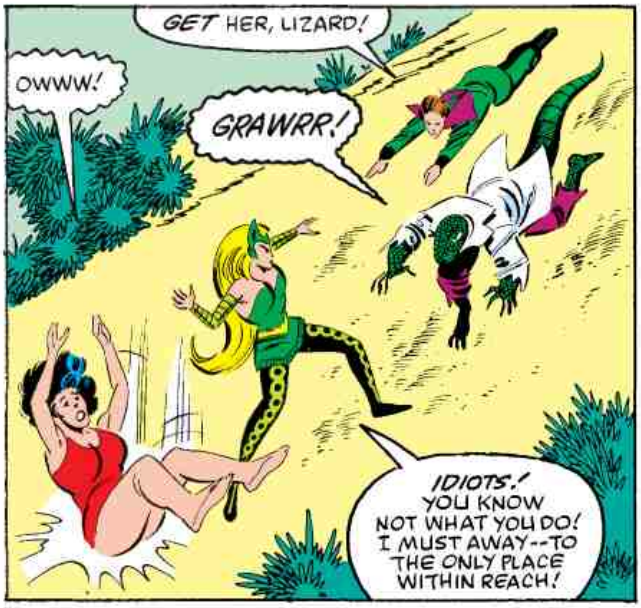
YOU'LL SEE!
COME WITH ME...YOU CANNOT RESIST...

I'D BETTER "SEE"...
HONEST, DOCTOR OCTOPUS, YOU WILL!
VOLCANA...?


MOMENTS LATER, IN A NEARBY GLEN...
HUH? HOW DID I GET HERE?
I SUMMONED YOU!
THE TIME HAS COME TO REPAY THE DEBT YOU OWE ME! WE MADE A BARGAIN, REMEMBER? YOU WISHED TO BE TRANSPORTED TO YOUR LOVER'S SIDE-- AND YOU OFFERED ME..."ANY-THING" IN RETURN!*
*SEE ISSUE#7.
NOW I HAVE NEED...
...FOR I HAVE LEARNED THAT THE FATES OF ALL BEINGS-- GODS, MEN, AND DEMONS ALIKE ARE IMPERILED AT THIS MOMENT! I MUST RETURN TO ASGARD IMMEDIATELY TO WARN MY PEOPLE!
BUT, THE DISTANCE IS TOO GREAT! I NEED MORE POWER TO TELEPORT SO FAR! DRAINING YOUR LIFE-FORCE SHALL AFFORD ME THAT POWER-- AND, OF COURSE, KILL YOU!
NO-OOO!
A MYSTIC COVENANT IS BINDING! YOU CANNOT RESIST! PREPARE TO DIE, SOW!
ELSEWHERE...
THERE, OCTOPUS! LOOK!
LOOK AT WHAT? THE SKY? WHAT'S THE...
WAIT A MINUTE! THERE ARE STARS--!
B-BUT...THE BEYONDER DESTROYED ALL THE STARS!
RIGHT! AND I JUST RECONSTRUCTED 'EM AND RE-IGNITED 'EM! IT WAS EASY! I CAN DO ANYTHING WITH MATTER AND ENERGY!
I'M LEARNING HOW TO DO SPACEWARPS, TOO! THAT'S HOW I POPPED INTO MARSHA'S LIVING ROOM SO SUDDENLY BEFORE! WITH JUST A LITTLE MORE PRACTICE...
NO... NO... NO!
NO! YOU'RE LYING! IT CAN'T BE TRUE!
R-RRAKK!
HEY--!

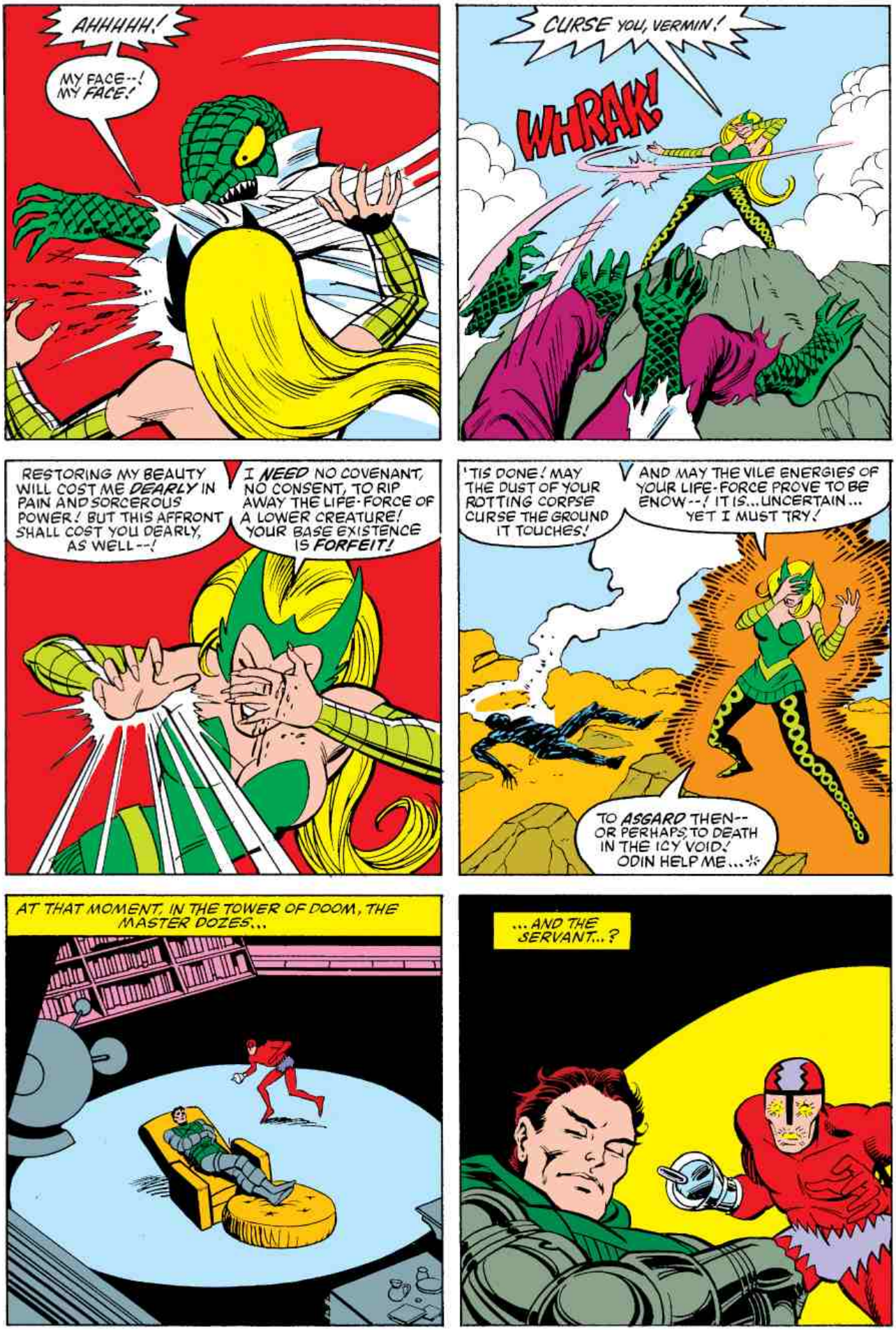

ADMIT IT, YOU LITTLE WORM-- IT'S A TRICK!
WHOA! HOLD IT, OCTOPUS! TAKE IT EASY!
NO ONE MAKES A FOOL OF ME! I'LL KILL YOU!
THAT DOES IT!
YOU'RE NOT A WELL MAN, DOCTOR OCTOPUS! AS SOON AS WE GET BACK, I'M GOING TO DELIVER YOU--GIFT-WRAPPED-- TO THE AUTHORITIES! WITH ANY LUCK, THEY'LL PUT YOU INTO A NICE INSTITUTION FOR THE CRIMINALLY INSANE!
IT'S REALLY FOR YOUR OWN GOOD! YOU KNOW, A GOOD THERAPIST CAN WORK WONDERS!
ISN'T THAT RIGHT MARSHA?
SHE ISS GONE! THE WITCH-WOMAN HASS TAKEN HER!
THE ENCHANTRESS--? TOOK HER?
I KNOW THE TASSTE OF HER SSCENT! THE LIZARD WILL HELP YOU SSEARCH FOR HER!
MEANWHILE...
H-HOW CAN YOU DO THIS TO ME? HOW CAN YOU BE SO CRUEL?
CRUEL--? NAY, BLOATED ONE, YOUR LIFE IS FORFEIT IN A NOBLE CAUSE! DOOM MEANS TO INVADE MEPHISTO'S REALM--AND THEN, WHO KNOWS? GOLDEN ASGARD ITSELF MAY BE NEXT!
I AM NO ALMSGIVER-- STILL, I AM AN ASGARDIAN! I HAVE A DUTY TO MY KIND, TO ALL-FATHER ODIN, AND INDEED, TO LIFE ITSELF!
THY TIME HAS COME, VOLCANA!

SUDDENLY..
STOP! STOP THAT!
BY THE NORNS--! NO!


GET HER, LIZARD!
OWWW!
GRAWRR!
IDIOTS! YOU KNOW NOT WHAT YOU DO! I MUST AWAY--TO THE ONLY PLACE WITHIN REACH!

SHE'S TELEPORTING AWAY! OWIE STOP HER!
TOO LATE!
LIZARD! STOP--! DON'T--!
ENCHANTRESS TRIED TO HURT VOLCANA! SHE MUSST DIE!

SPLIT- SECONDS LATER, ON BATTLEWORLD!
RRAWRR!
FAFNIR'S TEETH--!


AHHHHH!
MY FACE--! MY FACE!
CURSE YOU, VERMIN!
WHRAK!
RESTORING MY BEAUTY WILL COST ME DEARLY IN PAIN AND SORCEROUS POWER! BUT THIS AFFRONT SHALL COST YOU DEARLY, AS WELL--!
I NEED NO COVENANT, NO CONSENT, TO RIP AWAY THE LIFE-FORCE OF A LOWER CREATURE! YOUR BASE EXISTENCE IS FORFEIT!
'TIS DONE! MAY THE DUST OF YOUR ROTTING CORPSE CURSE THE GROUND IT TOUCHES!
AND MAY THE VILE ENERGIES OF YOUR LIFE-FORCE PROVE TO BE ENOW--! IT IS... UNCERTAIN... YET I MUST TRY!
TO ASGARD THEN-- OR PERHAPS TO DEATH IN THE ICY VOID! ODIN HELP ME...*
AT THAT MOMENT, IN THE TOWER OF DOOM, THE MASTER DOZES...
...AND THE SERVANT...?

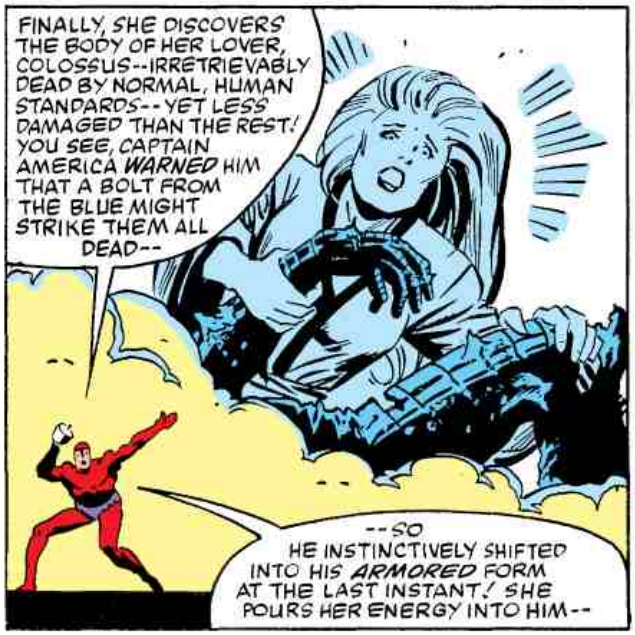
AHHH!
KLAW! I NEARLY FELL ASLEEP!
OH...?
I TOLD YOU NOT TO LET ME FALL ASLEEP! DON'T YOU REALIZE WHAT MIGHT HAPPEN IF I SLEPT? THE POWER MIGHT RISE...
CONTROLLED ONLY BY MY SUBCONSCIOUS--MY DREAMS--IT MIGHT THROW ALL REALITY INTO CHAOS, OR EVEN CAUSE THE DESTRUCTION OF THE UNIVERSE!
OR, MAYBE YOU'D EVEN ACCIDENTALLY REVIVE THE HEROES!
THAT COULD HAPPEN, COULDN'T IT? IT'S NOT BEYOND YOUR POWER, OWER, OWER.....IS IT?
NO... NOT YET...
SPEAK NO MORE OF THEM, KLAW! THEY ARE DEAD!
IF YOU DIDN'T RE-CREATE THEM SOMEWHERE ALONG THE LINE--WITHOUT REALIZING IT!
I DID NOT! I AM IN FULL CONTROL OF THE POWER! I KNOW WHAT I HAVE DONE... AND WHOM I HAVE UNDONE!
HMMM... THERE'S ANOTHER WAY...
ANOTHER WAY THEY MIGHT YET LIVE? AND JUST WHAT IS IT, PRAY TELL?
WELL, THEY COULD--WAIT! I, KLAW, MASTER OF SOUND, CAN MAKE 3-D IMAGES FROM SOLIDIFIED SOUND-ENERGY! I'LL USE THEM TO ACT IT OUT FOR YOU, IT'LL BE A PLAY, AY, AY!
VERY WELL... GO ON!

BEHOLD! THE HEALER ZSAJI SEES THE AFTERMATH OF DESTRUCTION!

HOPPING A CAB, OR WHAT PASSES FOR ONE IN HER CULTURE, SHE RUSHES TO THE SCENE--

"-- WHERE SHE FINDS THE GORY REMAINS OF THE BODIES OF THE VICTIMS!"

"STRAINING HER HEALING POWER TO ITS UTMOST--IT'S REALLY JUST A MATTER OF MOVING ENERGY, YOU KNOW-- SHE FEEDS LIFE-FORCE INTO EACH TATTERED PIECE OF CARRION SHE FINDS...
"ALL SHE CAN ACCOMPLISH IS TO PUT INTO STASIS THE CELLULAR-LEVEL LIFE WHICH LINGERS... PRESERVING THE VICTIMS AT THE GREY FRINGES OF UTTER NON-EXISTENCE!

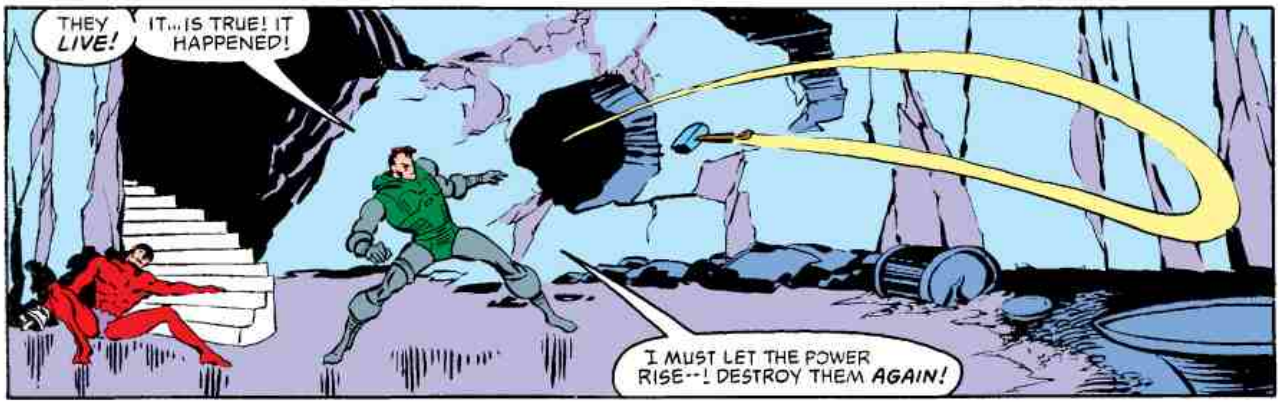

FINALLY, SHE DISCOVERS THE BODY OF HER LOVER, COLOSSUS--IRRETRIEVABLY DEAD BY NORMAL, HUMAN STANDARDS-- YET LESS DAMAGED THAN THE REST! YOU SEE, CAPTAIN AMERICA WARNED HIM THAT A BOLT FROM THE BLUE MIGHT STRIKE THEM ALL DEAD--
--SO HE INSTINCTIVELY SHIFTED INTO HIS ARMORED FORM AT THE LAST INSTANT! SHE POURS HER ENERGY INTO HIM--

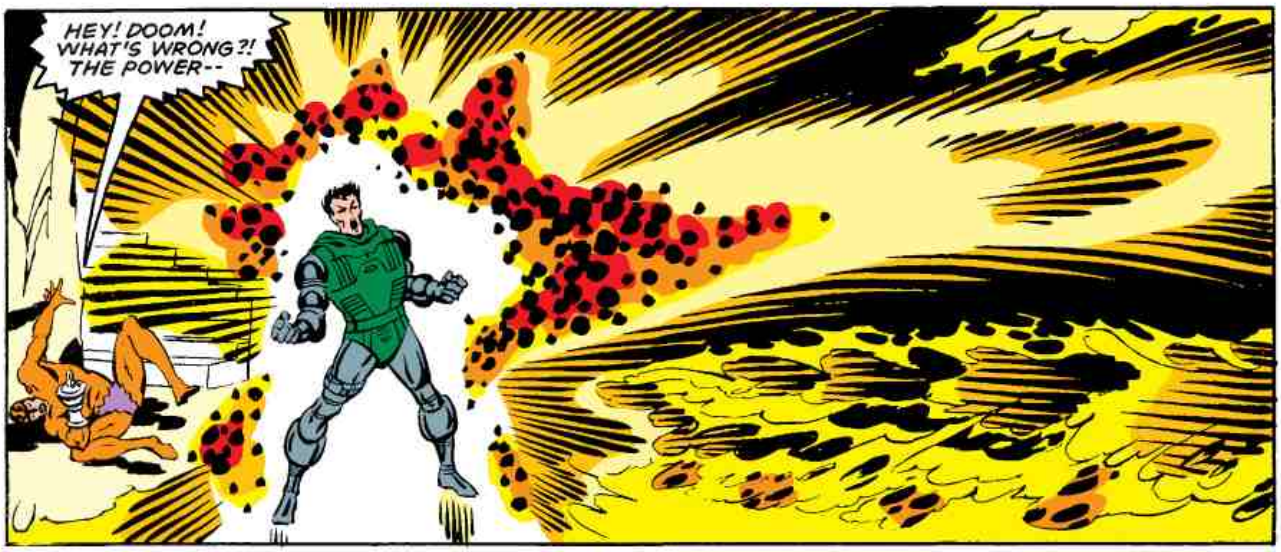
--AND SUCCEEDS IN BRINGING HIM BACK FROM THE VERY THRESH-HOLD OF ULTIMATE DEATH!
MADE WHOLE AGAIN, HE OPENS HIS EYES TO SEE HIS BELOVED ZSAJI BREATHE HER LAST! DRAINED OF EVERY IOTA OF HER LIFE-FORCE, NOW... SHE DIES IN HIS ARMS!
HE WEEPS...

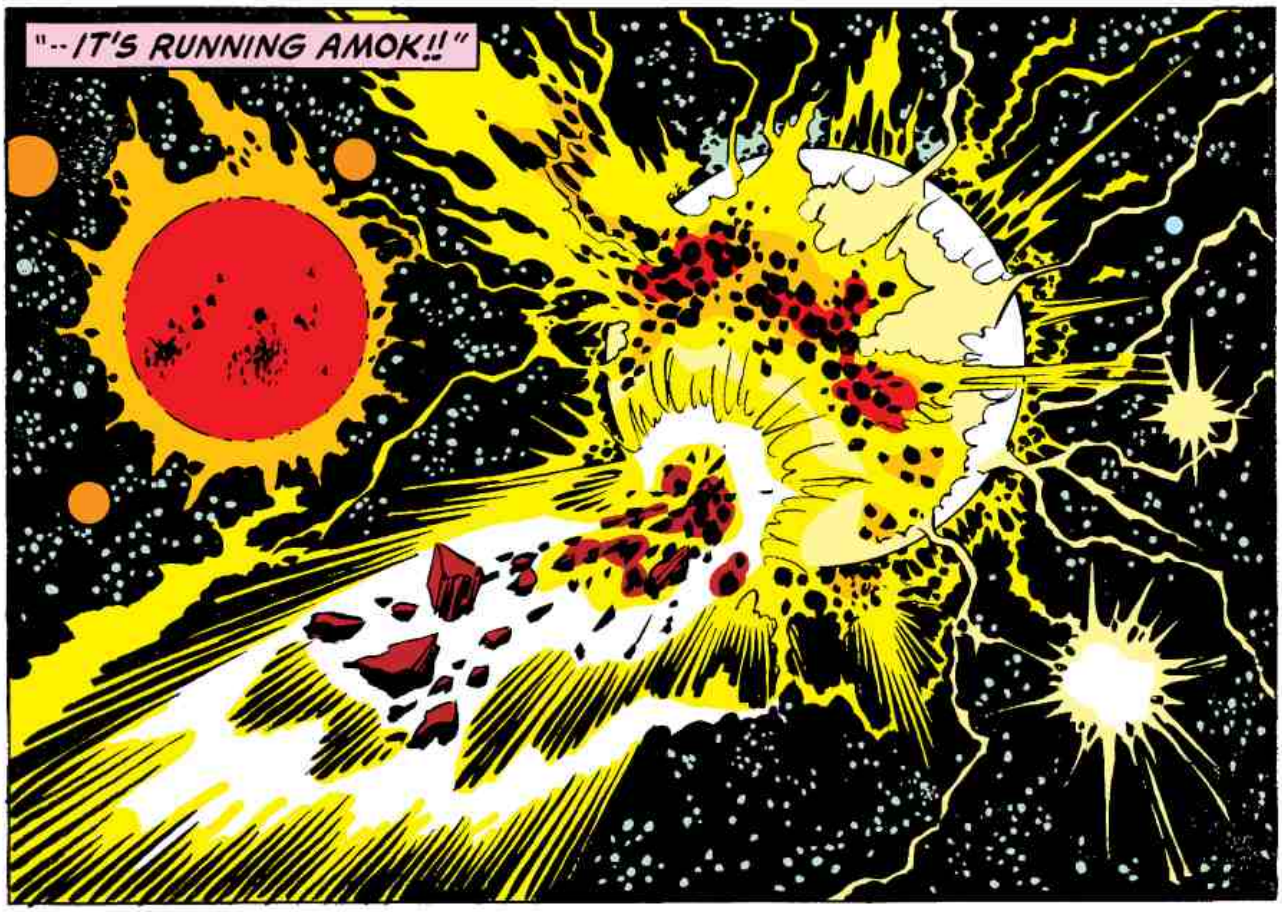
BUT NOT FOR LONG! THOUGH GRIEF-STRICKEN, HE KNOWS WHAT HE MUST DO! HE LOCATES THE CORPSE OF REED RICHARDS--*MISTER FANTASTIC!* RICHARDS' BODY, LIKE COLOSSUS,' IS LESS SHREDDED THAN THE REST, DUE TO ITS ELASTIC NATURE!
HE TAKES WHAT THERE IS OF IT TO THE FORTRESS'S MEDICAL CHAMBERS, WHERE THE HEALING MACHINES ARE! HE'S *SEEN* RICHARDS OPERATE THEM -- AND HE MANAGES TO MAKE ONE WORK!
THUS, REED RICHARDS IS RESTORED!
WORKING FEVERISHLY, RICHARDS USES THE ALIEN TECHNOLOGY OF THE FORTRESS TO INVENT AND BUILD A MASSIVE CELL-REGENERATION DEVICE! USING IT, HE TRIES TO SAVE HIS COMRADES--
--AND SUCCEEDS!
AND THEY'RE ON THEIR WAY HERE RIGHT NOW! THE END... MAYBE!
ABSURD! THAT COULDN'T HAPPEN! THE ODDS ARE IMPOSSIBLE!
PERHAPS... BUT MAYBE YOU SORT OF... HELPED THINGS ALONG...
MAYBE YOU SECRETLY, SUBCONSCIOUSLY *WANTED* THEM TO SURVIVE...TO RISE FROM THE ASHES AND LIVE AGAIN!
YOU SPEAK MADNESS, KLAW!

OH? WHY DIDN'T YOU COMPLETELY ATOMIZE THEM, THEN? THE OLD BLOW-EM-APART-WITH-A-BOLT-FROM-THE BLUE TRICK SUITS YOUR FLAIR FOR THE DRAMATIC, BUT THERE MUST BE DOZENS OF SURER WAYS TO KILL THEM!
I KILLED THEM SURELY ENOUGH! THE MAD SCENARIO YOU SUGGEST IS SHEER NONSENSE!
THERE'S AN EASY WAY TO MAKE SURE! JUST TURN THE POWER ON AGAIN AND USE YOUR GODLIKE OMNISCIENCE TO CHECK ON THEM!
ALL RIGHT, I WILL!
GO AHEAD, DOOM! DO IT! GO AHEAD!
CURSE YOU, KLAW! NOW THAT YOU'VE TOLD ME YOUR WRETCHED TALE, I MAY MAKE IT COME TRUE IF I LET THE POWER RISE! MY MEREST STRAY THOUGHT--THE SLIGHTEST DOUBT MIGHT ALTER REALITY!
BUT IF I DO NOT LET THE POWER RISE AND REFRESH MYSELF, EVENTUALLY I SHALL GROW WEARY... AND FALL ASLEEP! AND THEN...?
THIS IS MADNESS! I I MUST DRIVE THESE THOUGHTS, THESE DOUBTS, FROM MY MIND! THEY ARE DEAD! DEAD! DEAD!
AND YET... HOW MANY TIMES IN THE PAST HAVE I THOUGHT THAT REED RICHARDS WAS DEAD?
AND, IF THERE WERE ONE MAN WHO MIGHT OVERCOME THE ODDS... IS IT NOT CAPTAIN AMERICA?
NO... NO!
THEY ARE DEAD!

KA-BOOOM!
THEN, AGAIN...
THE HAMMER OF THOR!

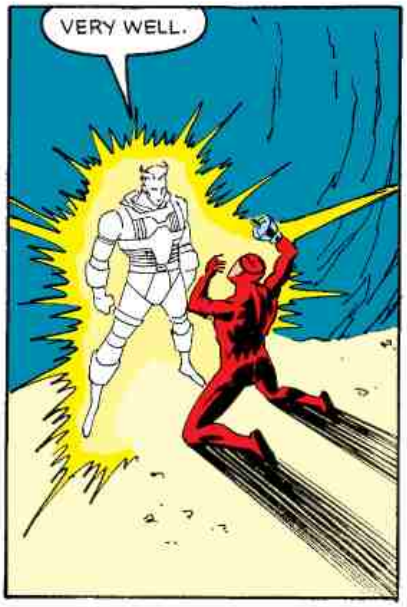

THEY LIVE!
IT...IS TRUE! IT HAPPENED!
I MUST LET THE POWER RISE--! DESTROY THEM AGAIN!


HEY! DOOM! WHAT'S WRONG?! THE POWER--


"--IT'S RUNNING AMOK!!"

CLOSE... VERY CLOSE! I NEARLY DESTROYED ALL REALITY, KLAW! THE POWER RAN WILD--! I--I WAS BARELY ABLE TO REIN IT IN!
MY MIND IS CHURNING ...THOUGHTS RACING-- MAKING IT DIFFICULT TO GOVERN THE POWER!
Y-YOU NEED TO CALM DOWN ...RELAX!
HEY! I'VE GOT AN IDEA! I'LL DESTROY THE HEROES FOR YOU!

YOU?
JUST GIVE ME SOME OF YOUR POWER, AND I WILL DO IT! IN THE MEANTIME YOU CAN, YOU KNOW... TAKE IT EASY!


VERY WELL.

TOUCH MY HAND.
OH, BOY!

MORE! MORE!
ENOUGH!

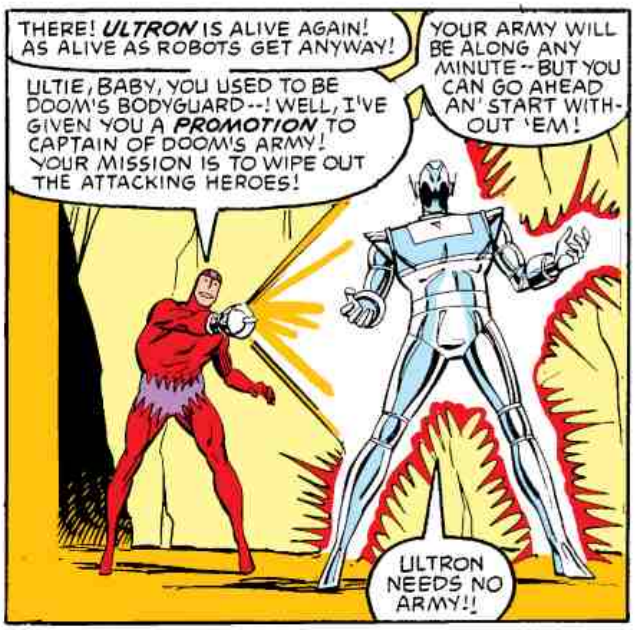
I HAVE GIVEN YOU AN INFINITESIMAL MICRO-FRACTION OF MY STRENGTH-- ENOUGH TO BLACKEN TEN THOUSAND SUNS--FAR MORE THAN ENOUGH TO SLAY... THEM!
GO, THEN! FIGHT--! WHILE ONCE AGAIN, I CONTAIN THE POWER... AND COMPOSE MYSELF!

AT THAT MOMENT, OUTSIDE...
JUDGING FROM THE INCREDIBLE UPHEAVAL WE JUST SAW, THAT GOT DOOM'S ATTENTION, THOR! HIT HIM AGAIN, QUICK!
EVERYONE--! ATTACK!!
UH-OH, GUYS! MY SPIDER-SENSE JUST KICKED INTO OVERDRIVE! SOMETHING AWESOMELY DANGEROUS THIS WAY COMES!
LOOK ALIVE, EVERYONE! BE READY FOR ANYTHING!

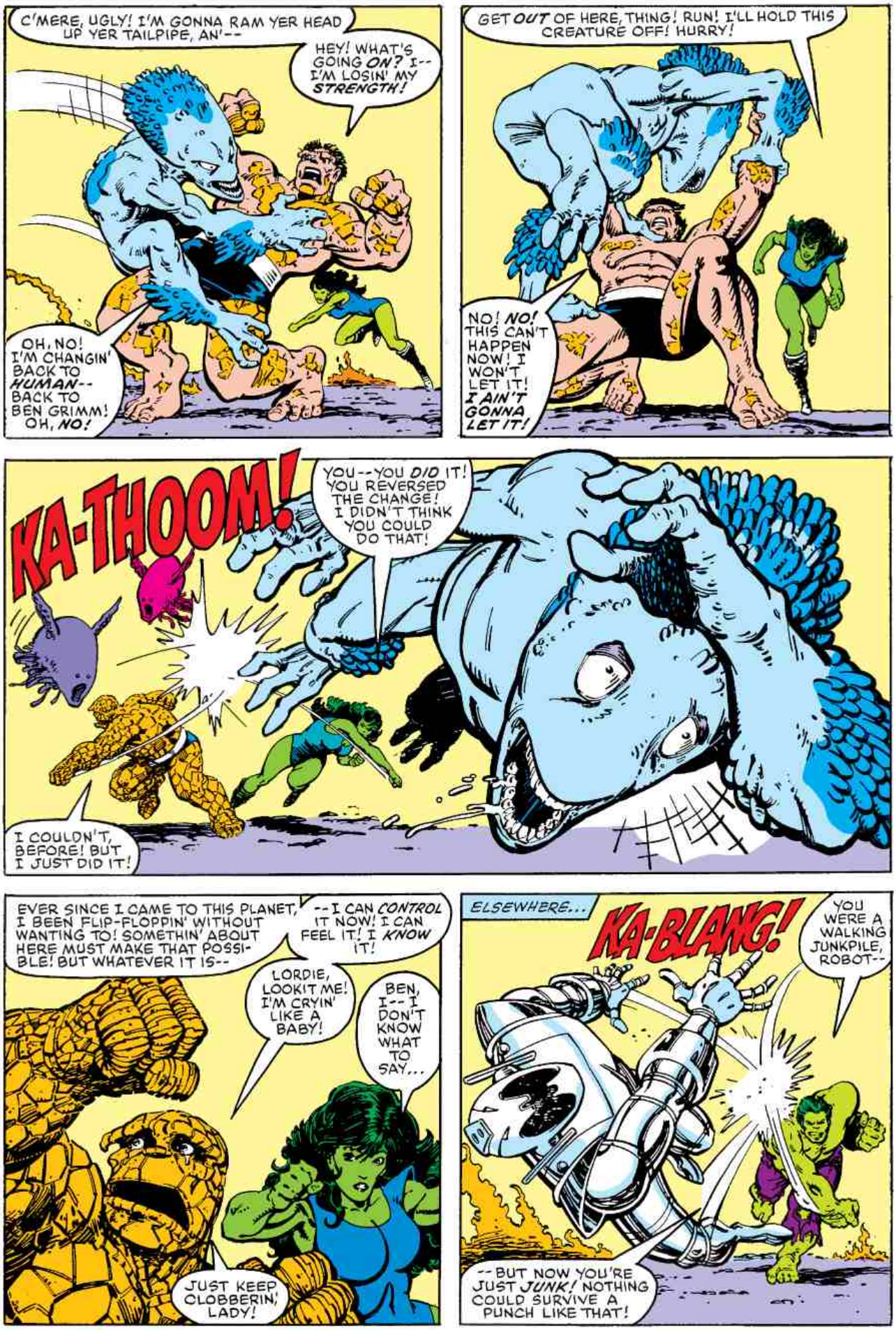
SUDDENLY...
GRRRAAGH!

WHERE INNA BLUE BLAZES DID ... THAT COME FROM?!
JUST HIT IT! FAST! HARD!

HEE, HEE! THIS IS WONDERFUL! INSTEAD OF JUST SOUND IMAGES, NOW I CAN CREATE REAL THINGS!
I'LL MAKE AN ARMY OF WEIRD CREATURES! AH, BUT FIRST, IRST, IRST...

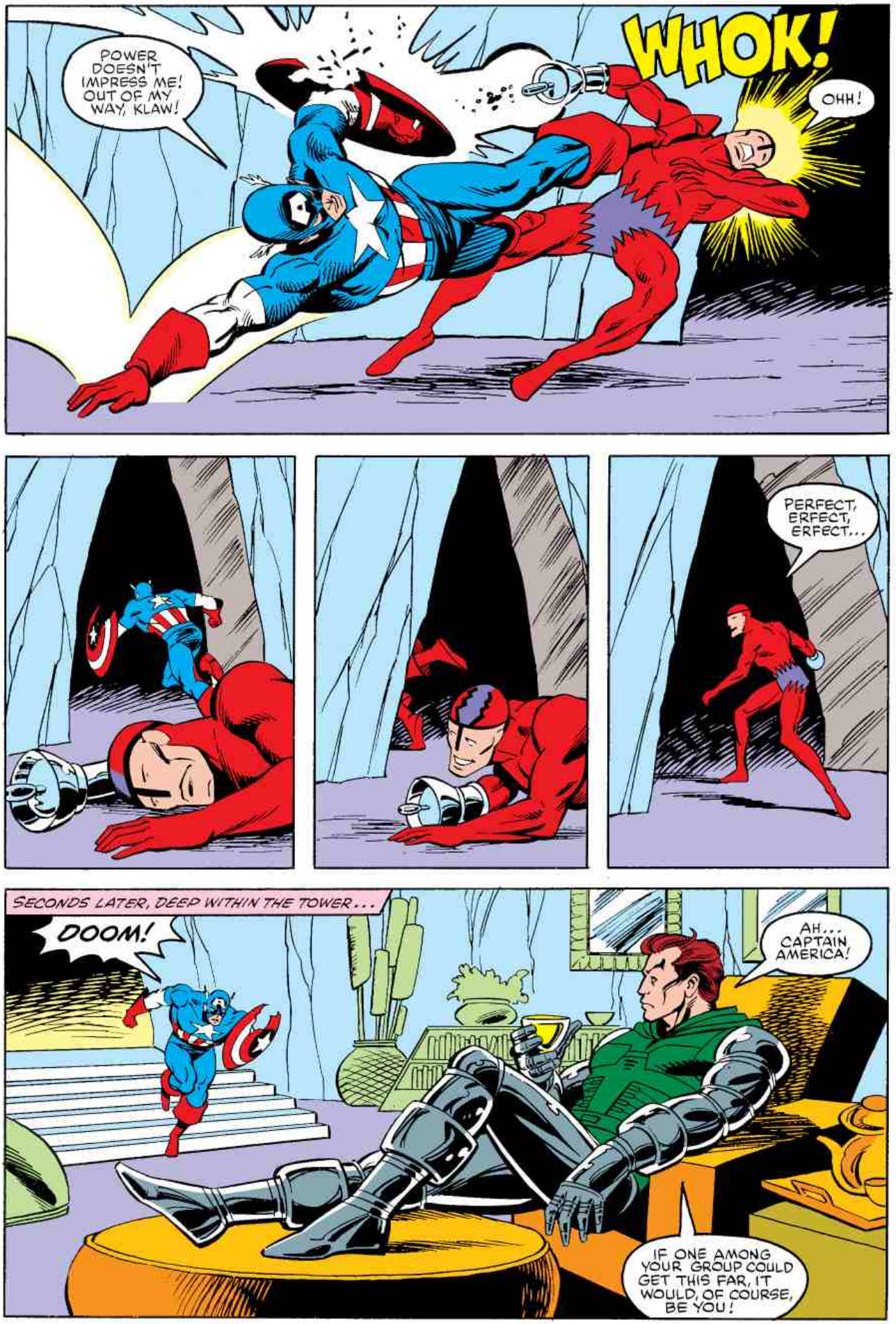

THERE! ULTRON IS ALIVE AGAIN! AS ALIVE AS ROBOTS GET ANYWAY!
ULTIE, BABY, YOU USED TO BE DOOM'S BODYGUARD--! WELL, I'VE GIVEN YOU A PROMOTION TO CAPTAIN OF DOOM'S ARMY! YOUR MISSION IS TO WIPE OUT THE ATTACKING HEROES!
YOUR ARMY WILL BE ALONG ANY MINUTE--BUT YOU CAN GO AHEAD AN' START WITHOUT 'EM!
ULTRON NEEDS NO ARMY!!

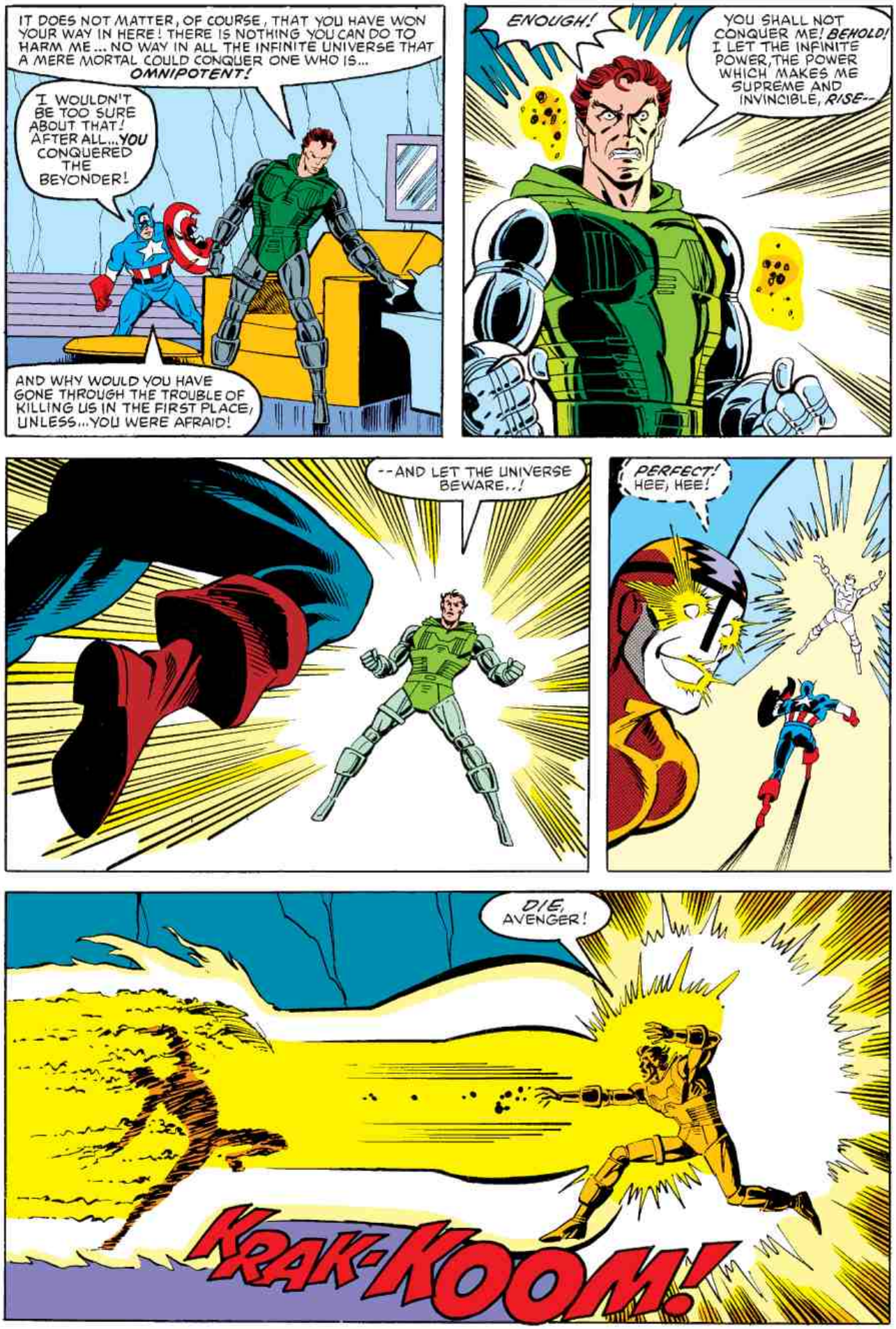
MAYBE NOT, BUT YOU'LL HAVE ONE ANYWAY! BOY WILL YOU HAVE ONE! HEE, HEE, HEE!


C'MERE, UGLY! I'M GONNA RAM YER HEAD UP YER TAILPIPE, AN'--
HEY! WHAT'S GOING ON? I-- I'M LOSIN' MY STRENGTH!
OH, NO! I'M CHANGIN' BACK TO HUMAN-- BACK TO BEN GRIMM! OH, NO!
GET OUT OF HERE, THING! RUN! I'LL HOLD THIS CREATURE OFF! HURRY!
NO! NO! THIS CAN'T HAPPEN NOW! I WON'T LET IT! I AIN'T GONNA LET IT!
KA-THOOM!
YOU--YOU DID IT! YOU REVERSED THE CHANGE! I DIDN'T THINK YOU COULD DO THAT!
I COULDN'T, BEFORE! BUT I JUST DID IT!
EVER SINCE I CAME TO THIS PLANET, I BEEN FLIP-FLOPPIN' WITHOUT WANTING TO! SOMETHIN' ABOUT HERE MUST MAKE THAT POSSIBLE! BUT WHATEVER IT IS--
--I CAN CONTROL IT NOW! I CAN FEEL IT! I KNOW IT!
LORDIE, LOOKIT ME! I'M CRYIN' LIKE A BABY!
BEN, I-- I DON'T KNOW WHAT TO SAY...
JUST KEEP CLOBBERIN', LADY!
ELSEWHERE...
KA-BLANG!
YOU WERE A WALKING JUNKPILE, ROBOT--
--BUT NOW YOU'RE JUST JUNK! NOTHING COULD SURVIVE A PUNCH LIKE THAT!

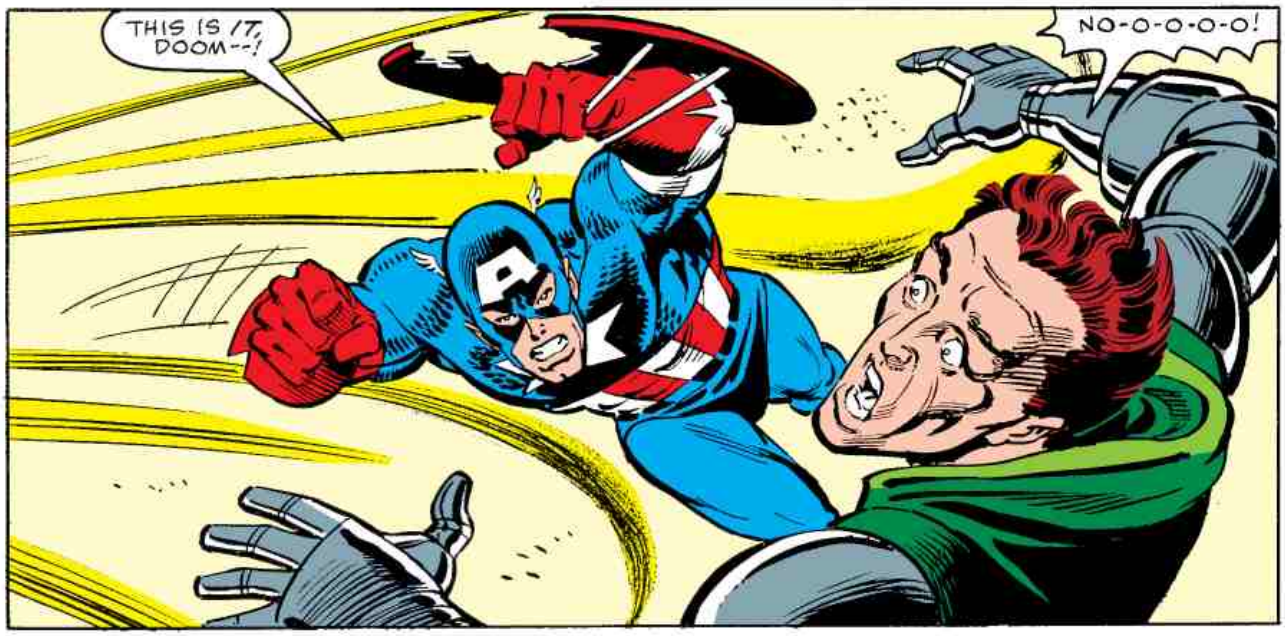
UNBELIEVABLE! YOU HAVE DAMAGED ULTRON-- BUT NOT NEARLY ENOUGH!
ARRHHH!
MY LEG!
HANG ON, GREENSKIN! HERE COMES THE CAVALRY! WE'LL BUST THIS CLOWN UP FOR YOU IN NO TIME!
NO! CAREFUL! DON'T GRAPPLE WITH HIM-- HE'S TOO STRONG!
YEOW!
NOW SHE TELLS US!
STUPID ORGANICS! MY NEXT BEAM WILL VAPORIZE YOU!
NOW-- SKRRAWWK!
WHAT A BREAK! HIS WARRANTY MUST HAVE JUST NOW EXPIRED!
HEY! HE BLEW UP!
DON'T BE SILLY! IT WAS JUST PRETTY LITTLE ME!
I GOT INSIDE THROUGH THE SPACE CREATED WHEN THE HULK DENTED ULTIE A LITTLE AND JUST STARTED YANKING WIRES!
THE WASP!
HEADS UP!
ALL RIGHT!
WE AIN'T OUT OF THE WOODS YET! IN FACT I THINK THERE'S MORE OF THESE THINGS!
THOOM!

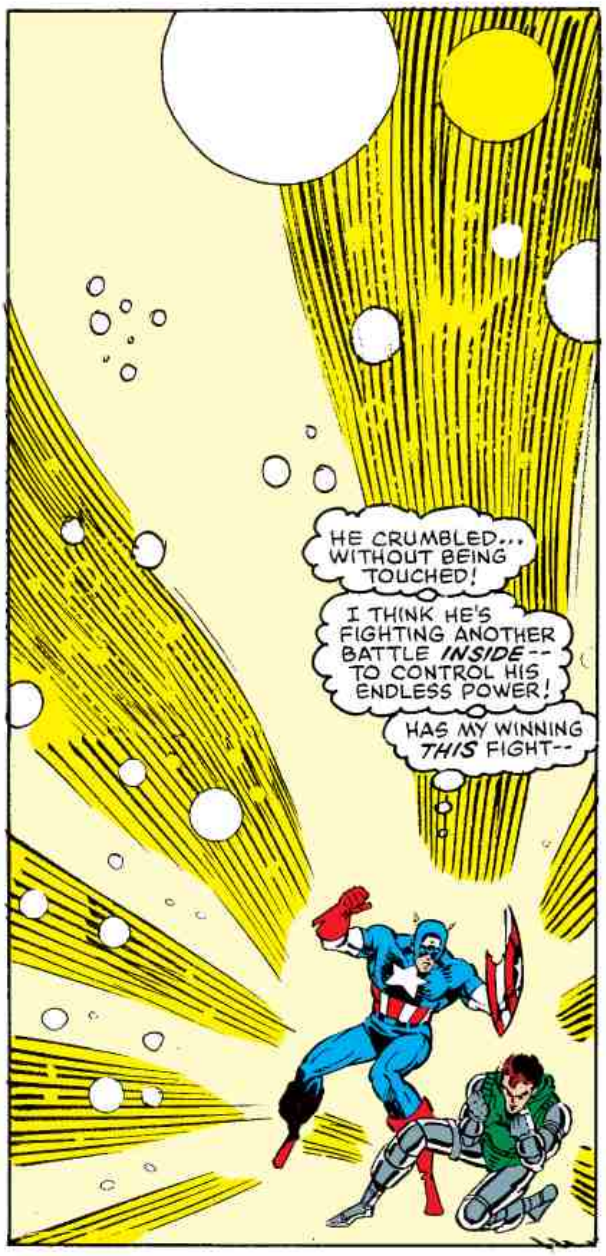
THIS IS HOPELESS! WE'LL NEVER WIN, UNLESS I CAN GET PAST THESE CATSPAWS--
--AND CARRY THE FIGHT TO DOOM, HIMSELF!
CAPTAIN AMERICA!
I KNOW WHAT YOU'RE THINKING--BUT YOU'LL NEVER PASS ME!
I, KLAW, WIELD POWER BEYOND YOUR IMAGINING NOW! KLAW, AW, AW... THE MIGHTY! HEE, HEE, HA, HA, HA!

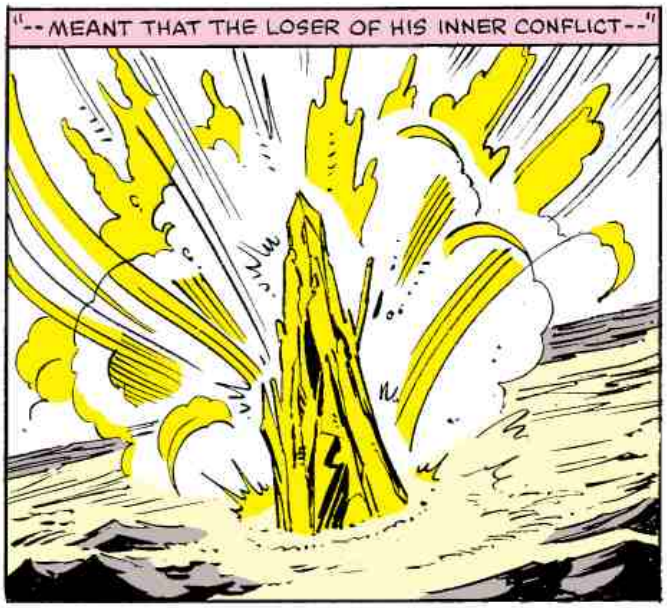

POWER DOESN'T IMPRESS ME! OUT OF MY WAY, KLAW!
WHOK!
OHH!
PERFECT, ERFECT, ERFECT...
SECONDS LATER, DEEP WITHIN THE TOWER...
DOOM!
AH... CAPTAIN AMERICA!
IF ONE AMONG YOUR GROUP COULD GET THIS FAR, IT WOULD, OF COURSE, BE YOU!

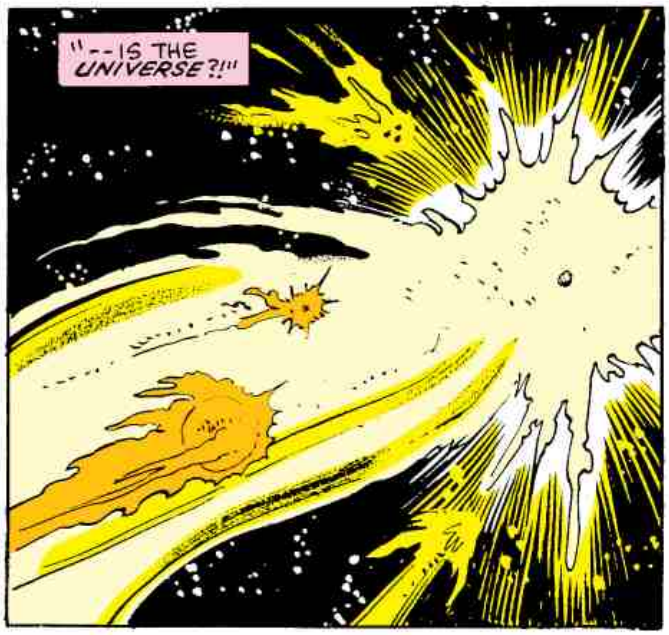

IT DOES NOT MATTER, OF COURSE, THAT YOU HAVE WON YOUR WAY IN HERE! THERE IS NOTHING YOU CAN DO TO HARM ME... NO WAY IN ALL THE INFINITE UNIVERSE THAT A MERE MORTAL COULD CONQUER ONE WHO IS... OMNIPOTENT!
I WOULDN'T BE TOO SURE ABOUT THAT! AFTER ALL... YOU CONQUERED THE BEYONDER!
AND WHY WOULD YOU HAVE GONE THROUGH THE TROUBLE OF KILLING US IN THE FIRST PLACE, UNLESS... YOU WERE AFRAID!
ENOUGH!
YOU SHALL NOT CONQUER ME! BEHOLD! I LET THE INFINITE POWER, THE POWER WHICH MAKES ME SUPREME AND INVINCIBLE, RISE--
--AND LET THE UNIVERSE BEWARE..!
PERFECT! HEE, HEE!
DIE, AVENGER!
KRAK-KOOM!

HE'S ATOMIZED! GONE FOREVER!
IT IS FINISHED! OVER!
NOW, NOW I MUST CALM THE RAGING STORM IN MY SOUL--! BRING ORDER TO MY THOUGHTS--LEST THE RANDOM SPILLAGE OF POWER COSMIC CAUSED BY MY INNER UNREST--
--CAUSE THE UNTHINKABLE!
OH... NO...
NO!
YOU--YOU MUST DIE--AND STAY DEAD!
DIE!
NO! NO... NO... NO-O-O!

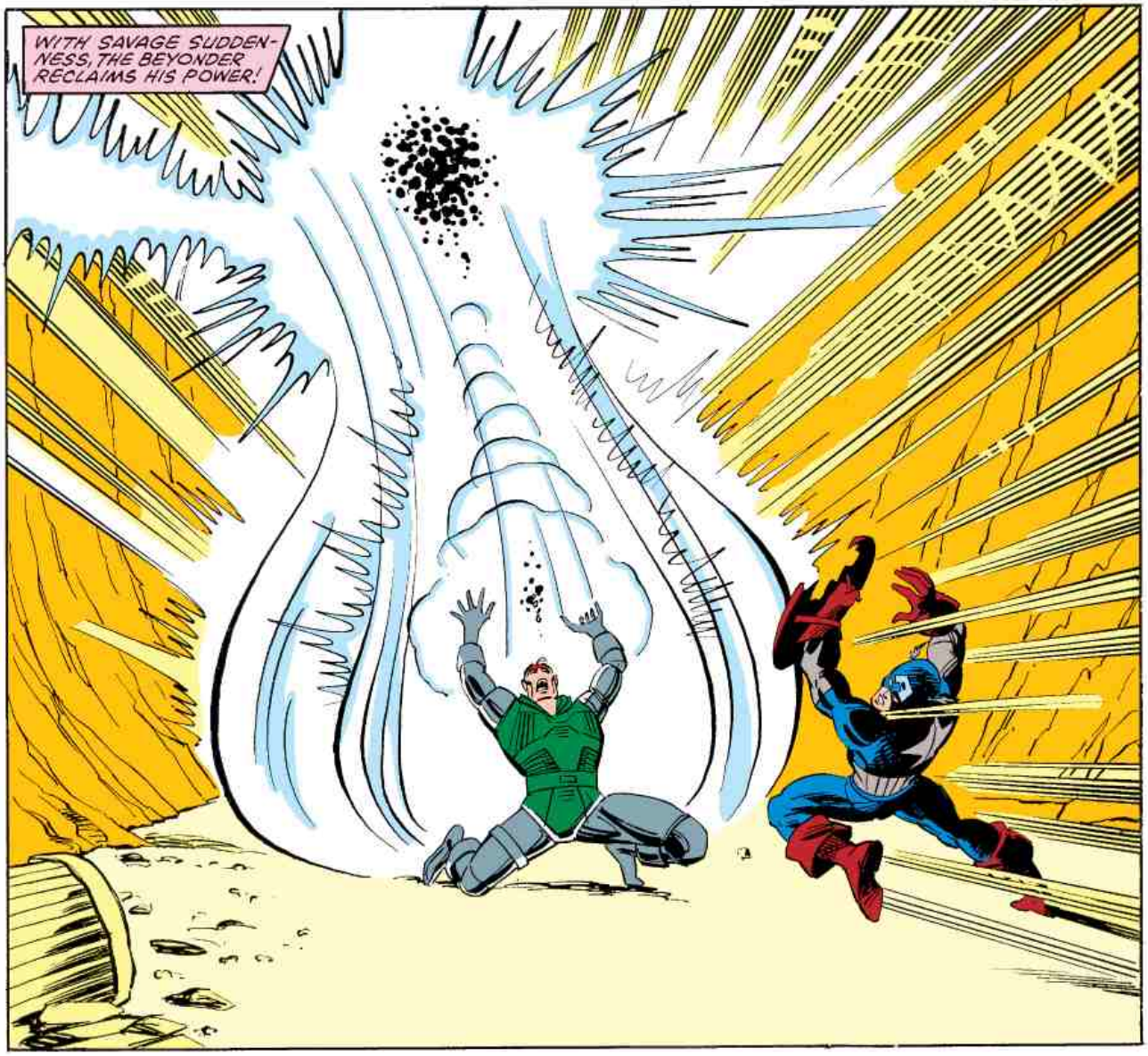

THIS IS IT, DOOM--!
NO-O-O-O-O!

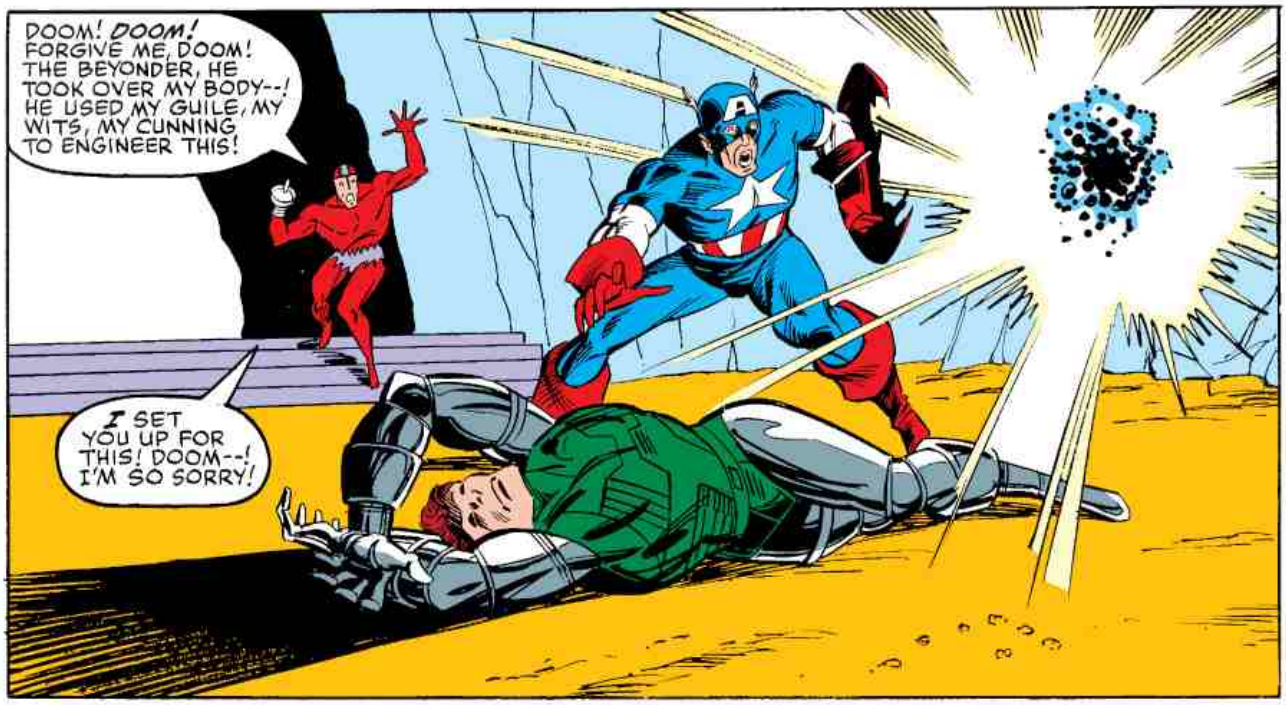

HE CRUMBLED... WITHOUT BEING TOUCHED!
I THINK HE'S FIGHTING ANOTHER BATTLE *INSIDE*-- TO CONTROL HIS ENDLESS POWER!
HAS MY WINNING *THIS* FIGHT--

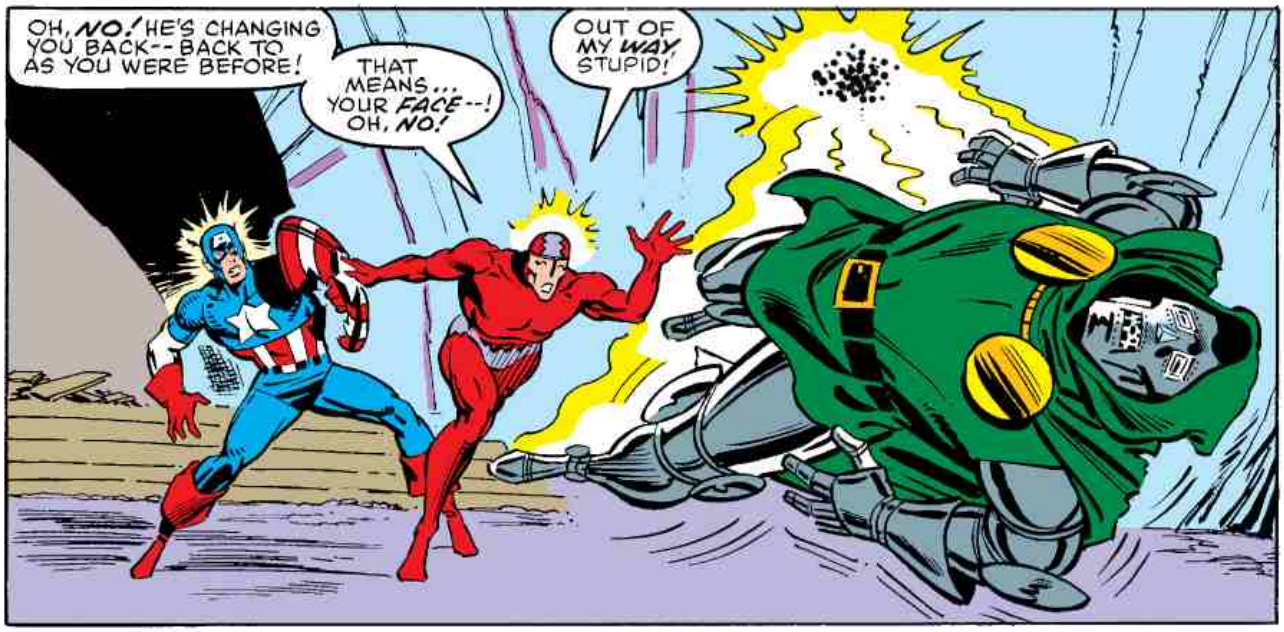

"--MEANT THAT THE LOSER OF HIS INNER CONFLICT--"

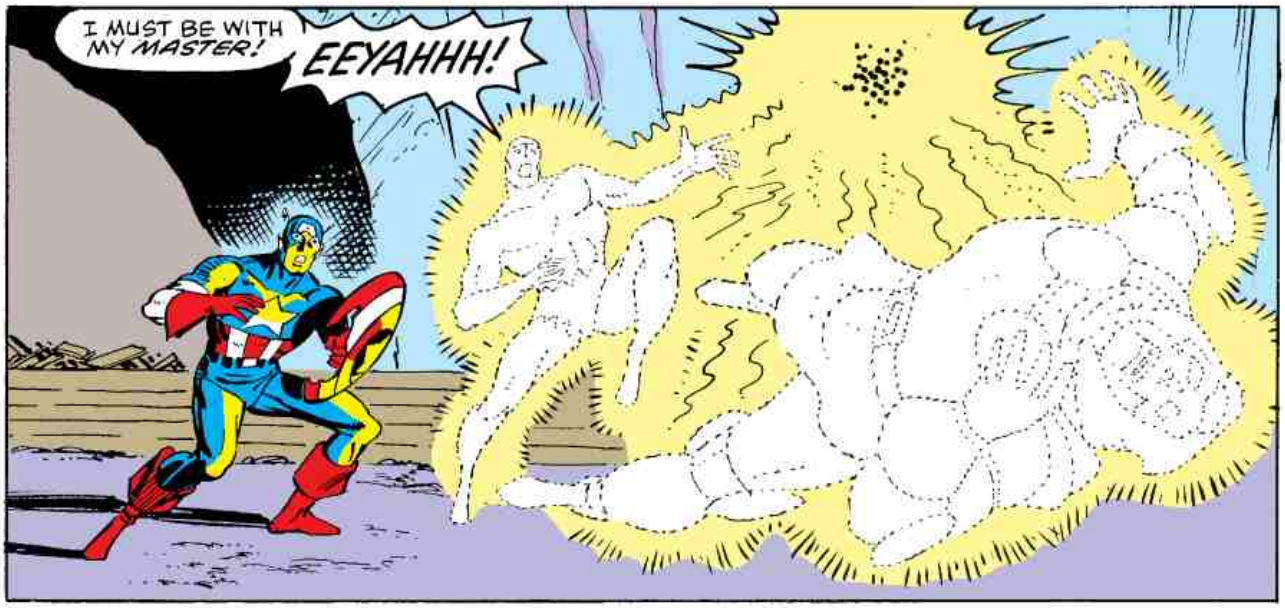

"--IS THE *UNIVERSE*?!"

DOOM! LISTEN TO ME! YOU'RE LOSING TOUCH WITH REALITY! YOU--YOU NEED AN ANCHOR--!
LET ME HELP YOU!
PLEASE, DOOM... BEFORE IT'S TOO LATE!
TOO LATE? NO, NO, NO--! THE TIME, IME, IME, IS JUST RIGHT!
A STRANGE GLOW RISES IN KLAW'S EYES...
AND THEN, EERILY, SILENTLY, THE SHIMMERING RADIANCE WHICH IS ALL THAT REMAINS OF THE ONCE-OMNIPOTENT BEYONDER ISSUES FORTH...


WITH SAVAGE SUDDENNESS, THE BEYONDER RECLAIMS HIS POWER!


DOOM! DOOM! FORGIVE ME, DOOM! THE BEYONDER, HE TOOK OVER MY BODY--! HE USED MY GUILE, MY WITS, MY CUNNING TO ENGINEER THIS!
I SET YOU UP FOR THIS! DOOM--! I'M SO SORRY!

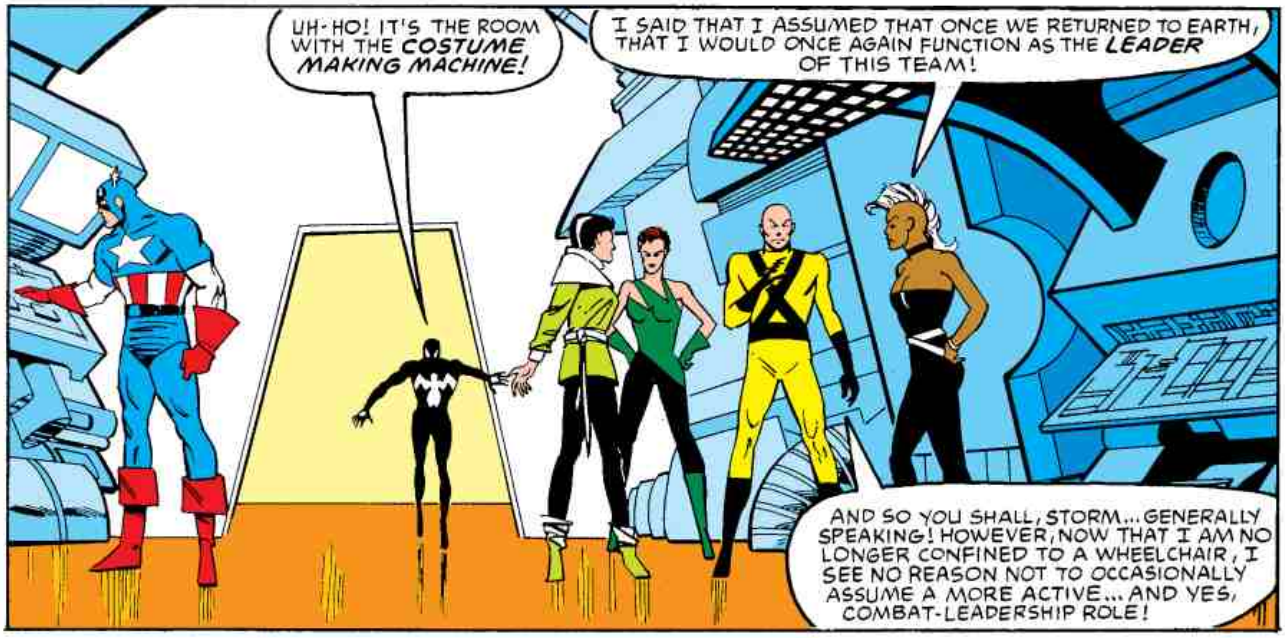

OH, NO! HE'S CHANGING YOU BACK--BACK TO AS YOU WERE BEFORE!
THAT MEANS... YOUR FACE--! OH, NO!
OUT OF MY WAY, STUPID!


I MUST BE WITH MY MASTER!
EEYAHHH!

THEY--THEY'RE GONE! KLAW...DOOM...AND THE BEYONDER!
GONE!

SOON...
WE DROVE KLAW'S CREATURES AWAY, CAP...AND EVERYONE'S ALL RIGHT! WHAT HAPPENED IN THERE?
FOR THE MOMENT, LET'S JUST SAY... IT'S OVER! I'LL TELL YOU THE WHOLE STORY LATER!
RIGHT NOW, LET'S GET BACK TO DOOMBASE--
"--WHERE WE HAVE SOME IMPORTANT BUSINESS!"
ZSAJI

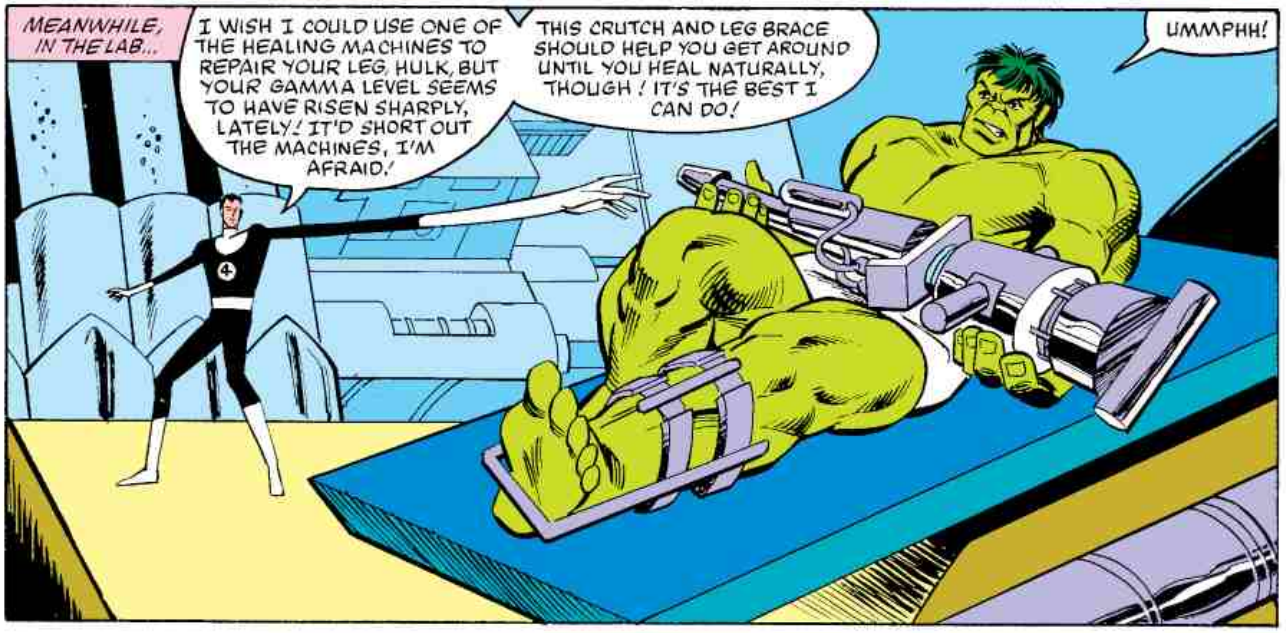
COLOSSUS? ARE YOU COMING?
ZSAJI
PLEASE, MEIN FREUND..! THERE IS NOTHING MORE...
COOL IT, NIGHTCRAWLER! LEAVE HIM ALONE!
AJI
SOON, INSIDE DOOMBASE...
I'VE GOT A LOT OF WORK TO DO IN THE LAB IF I'M GOING TO FIND A WAY TO GET US HOME, CAP! FOR A WHILE, EVERYONE ELSE MIGHT AS WELL JUST RELAX!
YOU HEARD THE MAN, EVERYBODY! FREE TIME!
HOO-RAY! I'M STARVED! I'M GOING TO FIND ME A SNACK!
SOON...
AH! HERE'S THE GOOD OL' PANTRY! ALIEN FOOD NEVER LOOKED SO... WELL, EDIBLE ANYWAY!
WHY DOES ALL THIS INTERPLANETARY FRUIT LOOK LIKE EGGPLANT? I THINK RIGHT NOW IF I HAD TO CHOOSE BETWEEN PEACE ON EARTH AND A BIG MAC IT'D BE CLOSE!
AT LEAST, WITH THIS NIFTY NEW COSTUME I DON'T HAVE TO TAKE MY MASK OFF TO EAT. IT JUST OPENS UP WHERE AND WHEN I ORDER IT TO!
SHORTLY...
HMM... VOICES, FROM THAT ROOM! I WONDER WHAT ALL THE RUCKUS IS? MAYBE THEY'VE GOT A SUPER TV IN THERE THAT'S PICKING UP THE MUPPETS!

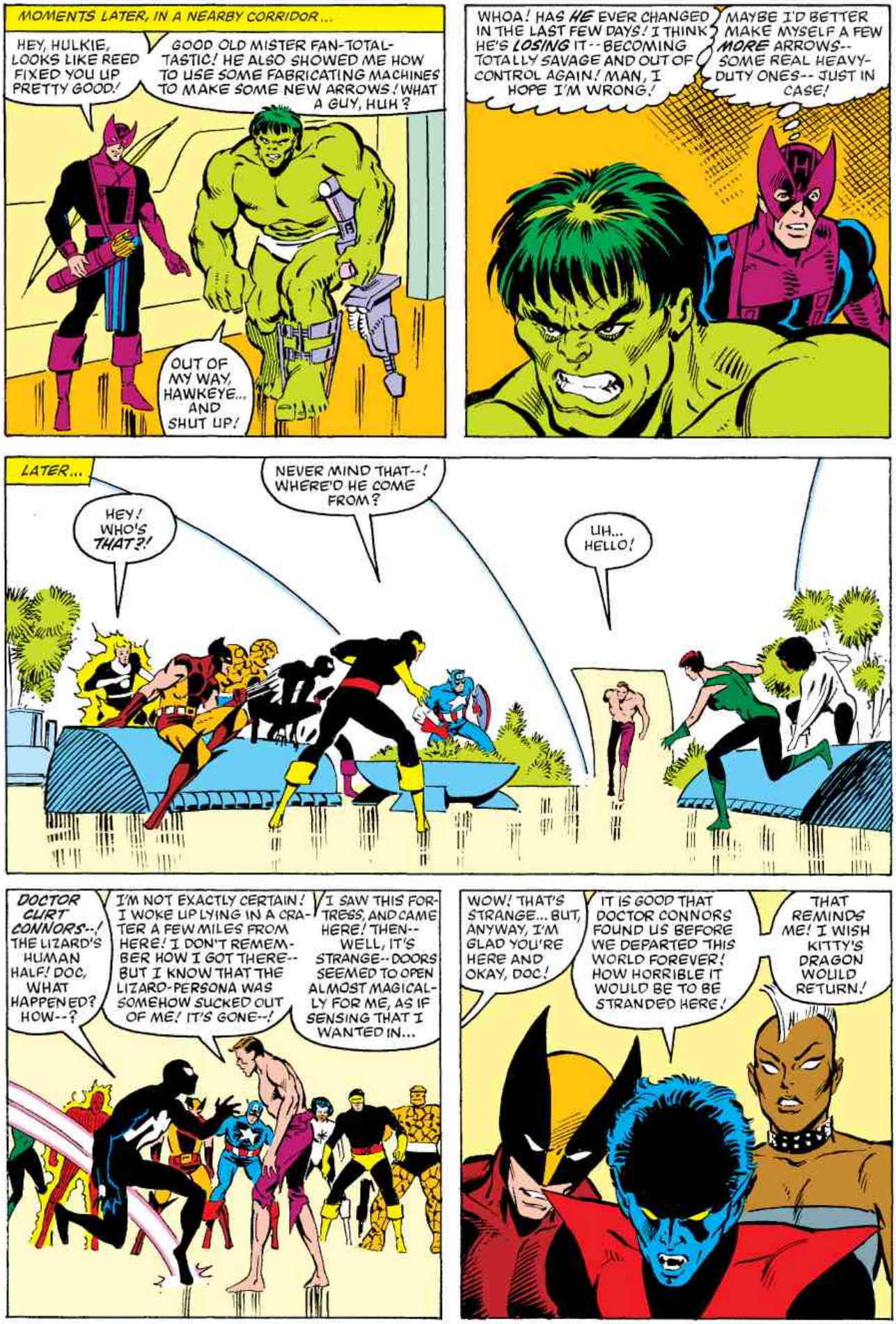

UH-HO! IT'S THE ROOM WITH THE COSTUME MAKING MACHINE!
I SAID THAT I ASSUMED THAT ONCE WE RETURNED TO EARTH, THAT I WOULD ONCE AGAIN FUNCTION AS THE LEADER OF THIS TEAM!
AND SO YOU SHALL, STORM... GENERALLY SPEAKING! HOWEVER, NOW THAT I AM NO LONGER CONFINED TO A WHEELCHAIR, I SEE NO REASON NOT TO OCCASIONALLY ASSUME A MORE ACTIVE... AND YES, COMBAT-LEADERSHIP ROLE!

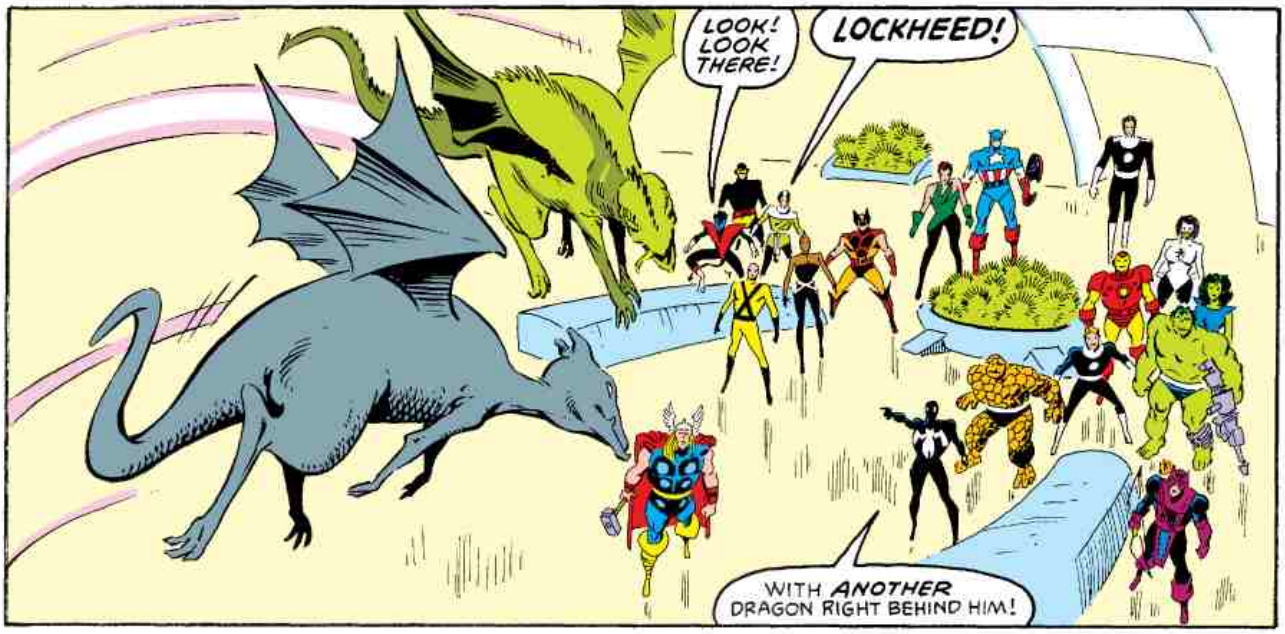
THAT BEING THE CASE, I CONSIDER IT PRUDENT TO BE APPROPRIATELY ATTIRED.'
THIS IS A GAME TO YOU STILL, PROFESSOR X! BUT OUR LIVES ARE ON THE LINE, REMEMBER THAT.'
HEY! THAT'S ODD!

THEY DIDN'T USE THE SAME MACHINE I DID WHEN I MADE THIS OUTFIT!
HEY, GUYS AND GALS! DO YOUR NEW DUDS DO TRICKS? I MEAN, LIKE, YOU KNOW, RESPOND TO YOUR THOUGHTS!
NO... THEY'RE JUST--JUST CLOTHES!

THEN... WHY DO MINE?
OH, WELL...


MEANWHILE, IN THE LAB...
I WISH I COULD USE ONE OF THE HEALING MACHINES TO REPAIR YOUR LEG, HULK, BUT YOUR GAMMA LEVEL SEEMS TO HAVE RISEN SHARPLY, LATELY! IT'D SHORT OUT THE MACHINES, I'M AFRAID.'
THIS CRUTCH AND LEG BRACE SHOULD HELP YOU GET AROUND UNTIL YOU HEAL NATURALLY, THOUGH! IT'S THE BEST I CAN DO!
UMMPHH!


MOMENTS LATER, IN A NEARBY CORRIDOR...
HEY, HULKIE, LOOKS LIKE REED FIXED YOU UP PRETTY GOOD!
GOOD OLD MISTER FAN-TOTAL-TASTIC! HE ALSO SHOWED ME HOW TO USE SOME FABRICATING MACHINES TO MAKE SOME NEW ARROWS! WHAT A GUY, HUH?
OUT OF MY WAY, HAWKEYE... AND SHUT UP!
WHOA! HAS HE EVER CHANGED IN THE LAST FEW DAYS! I THINK HE'S LOSING IT -- BECOMING TOTALLY SAVAGE AND OUT OF CONTROL AGAIN! MAN, I HOPE I'M WRONG!
MAYBE I'D BETTER MAKE MYSELF A FEW MORE ARROWS-- SOME REAL HEAVY-DUTY ONES-- JUST IN CASE!
LATER...
HEY! WHO'S THAT?!
NEVER MIND THAT--! WHERE'D HE COME FROM?
UH... HELLO!
DOCTOR CURT CONNORS--! THE LIZARD'S HUMAN HALF! DOC, WHAT HAPPENED? HOW--?
I'M NOT EXACTLY CERTAIN! I WOKE UP LYING IN A CRATER A FEW MILES FROM HERE! I DON'T REMEMBER HOW I GOT THERE-- BUT I KNOW THAT THE LIZARD-PERSONA WAS SOMEHOW SUCKED OUT OF ME! IT'S GONE--!
I SAW THIS FORTRESS, AND CAME HERE! THEN-- WELL, IT'S STRANGE-- DOORS SEEMED TO OPEN ALMOST MAGICALLY FOR ME, AS IF SENSING THAT I WANTED IN...
WOW! THAT'S STRANGE... BUT, ANYWAY, I'M GLAD YOU'RE HERE AND OKAY, DOC!
IT IS GOOD THAT DOCTOR CONNORS FOUND US BEFORE WE DEPARTED THIS WORLD FOREVER! HOW HORRIBLE IT WOULD BE TO BE STRANDED HERE!
THAT REMINDS ME! I WISH KITTY'S DRAGON WOULD RETURN!


LOOK! LOOK THERE!
LOCKHEED!
WITH ANOTHER DRAGON RIGHT BEHIND HIM!

LOCKHEED, WHERE HAVE YOU BEEN? WE'VE BEEN WORRIED ABOUT YOU, FELLA!
WHATEVER HE'S BEEN UP TO, LOOKS LIKE HE MANAGED TO FIND TIME FOR SOME R AND R WITH A LOCAL CHIPPIE! WHO'S YOUR FRIEND, SMOG-BREATH?
REED! A COUPLE OF AMAZING THINGS JUST HAPPENED!
I KNOW--AND I THINK THAT I KNOW WHY! I SUSPECT IT'S THE SAME REASON THAT MY LAB WORK HAS BEEN GOING SO WELL LATELY!

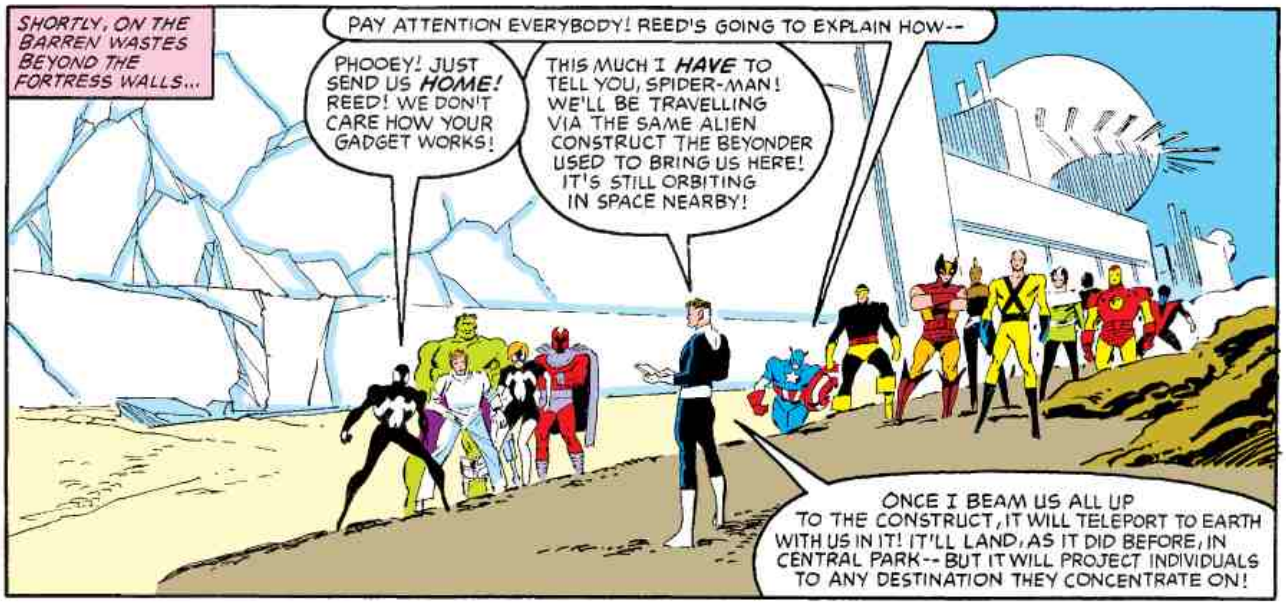
I BELIEVE THAT THIS... "WISH FULFILLMENT" PHENOMENON WE'VE BEEN EXPERIENCING IS AN AFTER-EFFECT OF THE BATTLE AGAINST DOOM! THE PLANET ITSELF SEEMS TO HAVE BEEN CHARGED WITH RESIDUAL ENERGY WHICHS SEEMS TO RESPOND TO STRONG DESIRE, OR FORCE OF WILL!
HUH! FALLOUT!
SOMETHING LIKE THAT!
WHERE'S CAP GOING?
I DON'T KNOW, BUT HE LOOKS LIKE A MAN WITH A MISSION! WHEW!

LATER, ALONE IN HIS DIMLY LIT CHAMBER, CAPTAIN AMERICA CAREFULLY ARRANGES THE SHARDS OF HIS LEGENDARY SHIELD ON HIS TABLE--
--SHARDS PAINSTAKINGLY SIFTED, ONE BY ONE, FROM MOUNDS OF DUST AND DEBRIS, TILL EVERY LAST SPLINTER WAS ACCOUNTED FOR...

IT WAS THE PRODUCT OF A FREAK METALLURGICAL ACCIDENT--A METALLIC DISK OF UNKNOWN COMPOSITION, AND UNIQUE PROPERTIES--UTTERLY IMPERVIOUS TO ANY FORCE OR INSTRUMENT WHICH HUMANS COMPREHEND.
BUT NOW IT LIES BEFORE HIM LIKE A WOUNDED FRIEND...

HOW MANY TIMES HAS IT SAVED HIS LIFE? AND NOW... IT'S USEFUL LIFE IS AT AN END, FOR NO FIRE COULD MELT IT, NO FURNACE COULD REFORGE IT. IT IS FOREVER BROKEN...
...UNLESS BY FORCE OF WILL... OR SHEER DESIRE...

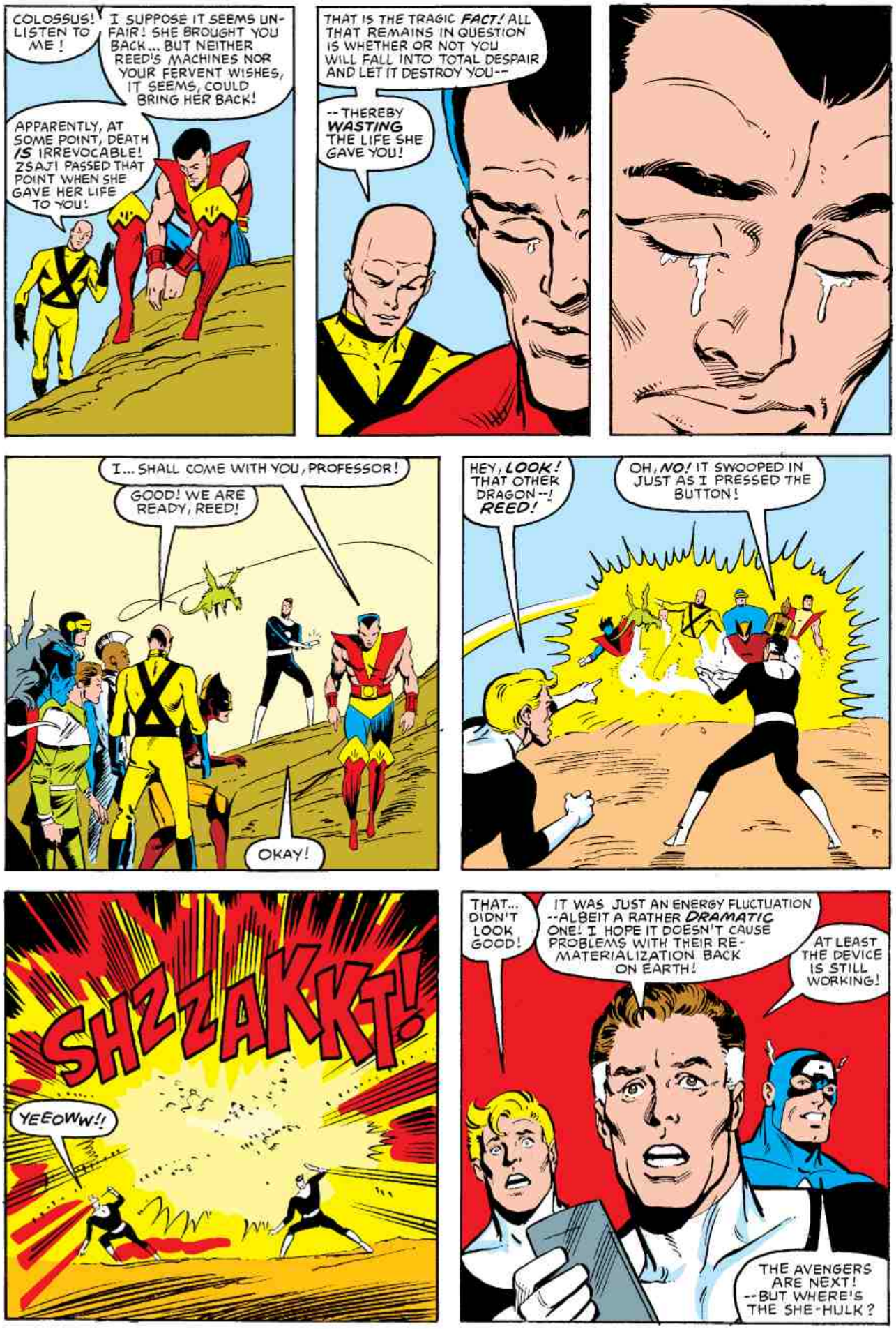
... HE CAN ACCOMPLISH THE IMPOSSIBLE!


SHORTLY, ON THE BARREN WASTES BEYOND THE FORTRESS WALLS...
PAY ATTENTION EVERYBODY! REED'S GOING TO EXPLAIN HOW--
PHOOEY! JUST SEND US HOME! REED! WE DON'T CARE HOW YOUR GADGET WORKS!
THIS MUCH I HAVE TO TELL YOU, SPIDER-MAN! WE'LL BE TRAVELLING VIA THE SAME ALIEN CONSTRUCT THE BEYONDER USED TO BRING US HERE! IT'S STILL ORBITING IN SPACE NEARBY!
ONCE I BEAM US ALL UP TO THE CONSTRUCT, IT WILL TELEPORT TO EARTH WITH US IN IT! IT'LL LAND, AS IT DID BEFORE, IN CENTRAL PARK-- BUT IT WILL PROJECT INDIVIDUALS TO ANY DESTINATION THEY CONCENTRATE ON!

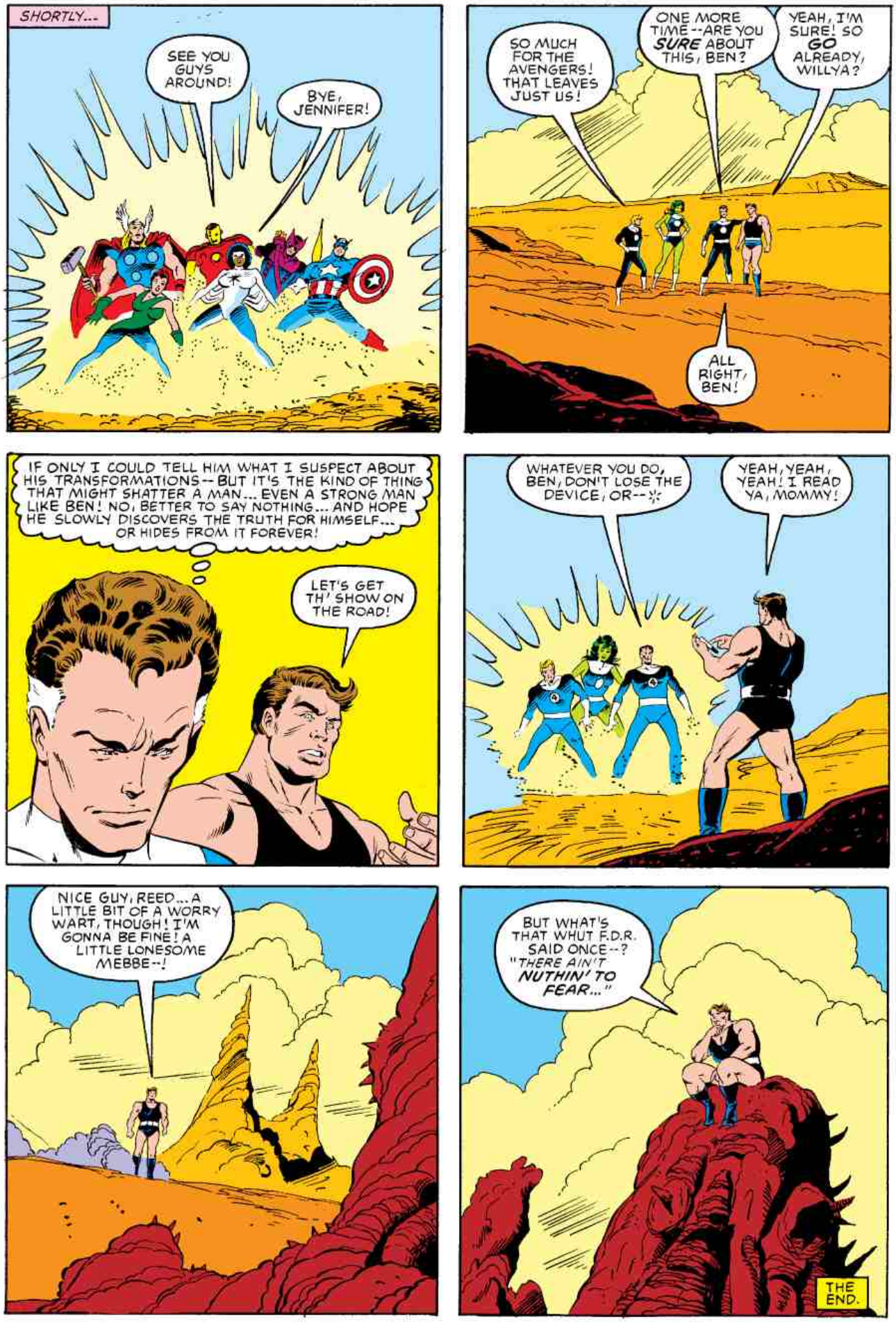
HOLY RUBY SLIPPERS!
WE'LL HAVE TO ENTER THE CONSTRUCT IN SMALL GROUPS! SPIDER-MAN, DR. CONNORS, SPIDER-WOMAN HULK AND MAGNETO WILL GO FIRST!
WE ARE READY, DOCTOR RICHARDS!

HEY, MAGNETO, HOW COME YOU'RE NOT GOING WITH YOUR BUDDIES, THE X-MEN?
I MUST GO MY OWN WAY, SPIDER-MAN... FOR NOW!

FIRST GROUP AWAY! NOW IT'S THE X-MEN'S TURN!
COLOSSUS! AREN'T YOU COMING?
NO.


COLOSSUS! LISTEN TO ME!
I SUPPOSE IT SEEMS UNFAIR! SHE BROUGHT YOU BACK... BUT NEITHER REED'S MACHINES NOR YOUR FERVENT WISHES, IT SEEMS, COULD BRING HER BACK!
APPARENTLY, AT SOME POINT, DEATH IS IRREVOCABLE! ZSAJ! PASSED THAT POINT WHEN SHE GAVE HER LIFE TO YOU!
THAT IS THE TRAGIC FACT! ALL THAT REMAINS IN QUESTION IS WHETHER OR NOT YOU WILL FALL INTO TOTAL DESPAIR AND LET IT DESTROY YOU--
--THEREBY WASTING THE LIFE SHE GAVE YOU!
I... SHALL COME WITH YOU, PROFESSOR!
GOOD! WE ARE READY, REED!
OKAY!
HEY, LOOK! THAT OTHER DRAGON--! REED!
OH, NO! IT SWOOPED IN JUST AS I PRESSED THE BUTTON!
SHZZAKK!
YEEOWW!!
THAT... DIDN'T LOOK GOOD!
IT WAS JUST AN ENERGY FLUCTUATION --ALBEIT A RATHER DRAMATIC ONE! I HOPE IT DOESN'T CAUSE PROBLEMS WITH THEIR RE-MATERIALIZATION BACK ON EARTH!
AT LEAST THE DEVICE IS STILL WORKING!
THE AVENGERS ARE NEXT! --BUT WHERE'S THE SHE-HULK?

OVER HERE, CAP!
I'M NOT GOING WITH YOU GUYS! I'M TAKING BEN'S PLACE IN THE FANTASTIC FOUR!
WHAT?!!
I AIN'T GOIN' BACK, REED! NOT YET, ANYWAY! I FIGURED YOU'D NEED SOMEBODY STRONG TO KEEP BAILIN' YOU OUTTA TROUBLE, SO I ASKED SHE-HULK TO TAKE MY PLACE!
WHY? WHY, BEN?!
WELP... I GUESS 'CAUSE I GOT A LOT TO FIGURE OUT! THERE'S SOMETHIN' ABOUT THIS PLANET THAT LETS ME CHANGE FROM THE THING--
--TO HUMAN! I CAN BE REGULAR OL' BEN GRIMM AGAIN WHENEVER I WANT! I--I BEEN DREAMIN' O' THAT DAY FOR YEARS! AN' SO LONG AS I STAY HERE, I GOT IT!
COME OFF IT, BENJY! YOU'VE GOT NOTHING, AN NO-BODY HERE!
I GOT ME, KID! THE REAL ME! MEBBE YOU CAN'T UNNERSTAND THAT, BUT BEFORE I GO BACK TO A PLACE WHERE I AIN'T ME, AN' I KNOW I DON'T FIT IN--I JUST WANNA DO SOME THINKIN'!
YES, BEN, BUT...
YOU CAN LEAVE ME THE GIZMO, RIGHT--? SO'S I CAN COME BACK LATER!
NO BUTS, STRETCHO! IT'S SETTLED!


SHORTLY...
SEE YOU GUYS AROUND!
BYE, JENNIFER!
SO MUCH FOR THE AVENGERS! THAT LEAVES JUST US!
ONE MORE TIME--ARE YOU SURE ABOUT THIS, BEN?
YEAH, I'M SURE! SO GO ALREADY, WILLYA?
ALL RIGHT, BEN!
IF ONLY I COULD TELL HIM WHAT I SUSPECT ABOUT HIS TRANSFORMATIONS-- BUT IT'S THE KIND OF THING THAT MIGHT SHATTER A MAN... EVEN A STRONG MAN LIKE BEN! NO, BETTER TO SAY NOTHING... AND HOPE HE SLOWLY DISCOVERS THE TRUTH FOR HIMSELF... OR HIDES FROM IT FOREVER!
LET'S GET TH' SHOW ON THE ROAD!
WHATEVER YOU DO, BEN, DON'T LOSE THE DEVICE, OR--
YEAH, YEAH, YEAH! I READ YA, MOMMY!
NICE GUY, REED... A LITTLE BIT OF A WORRY WART, THOUGH! I'M GONNA BE FINE! A LITTLE LONESOME MEBBE--!
BUT WHAT'S THAT WHUT F.D.R. SAID ONCE--? "THERE AIN'T NUTHIN' TO FEAR..."
THE END.

MARVEL

611

THE WORLD'S GREATEST COMIC MAGAZINE'S

FINAL ISSUE

FANTASTIC FOUR

JONATHAN HICKMAN • RYAN STEGMAN • PAUL MOUNTS

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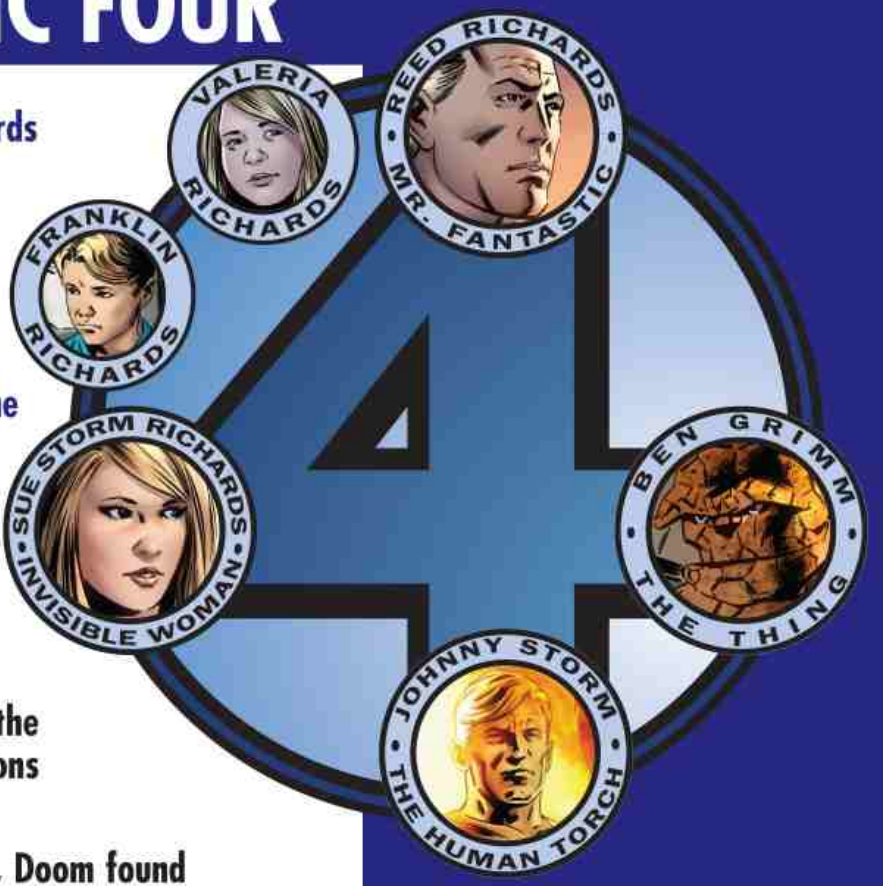
THE FANTASTIC FOUR

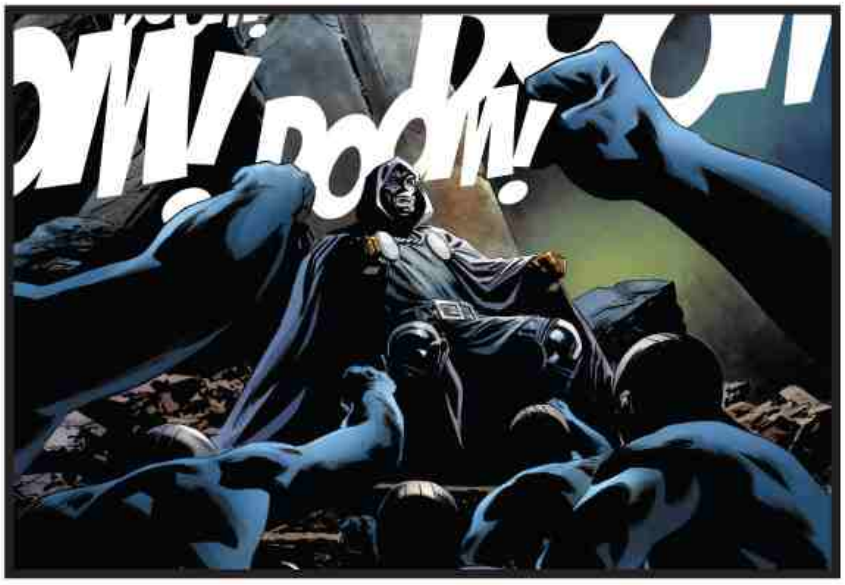


1. Reed's father Nathaniel Richards returned home from the timestream. A future, adult version of Valeria has come with him.

2. Using the Bridge, Reed discovered the existence of The Council, an interdimensional think-tank and activist group comprised entirely of parallel versions of himself.

3. Doctor Doom stayed behind in the besieged Council chamber, sacrificing himself to hold off the Mad Celestials until preparations could be made to repel them.

4. In the aftermath of the battle, Doom found himself in possession of twin Infinity Gauntlets from two separate universes, and being worshipped by lobotomized alternate versions of himself from across the multiverse...



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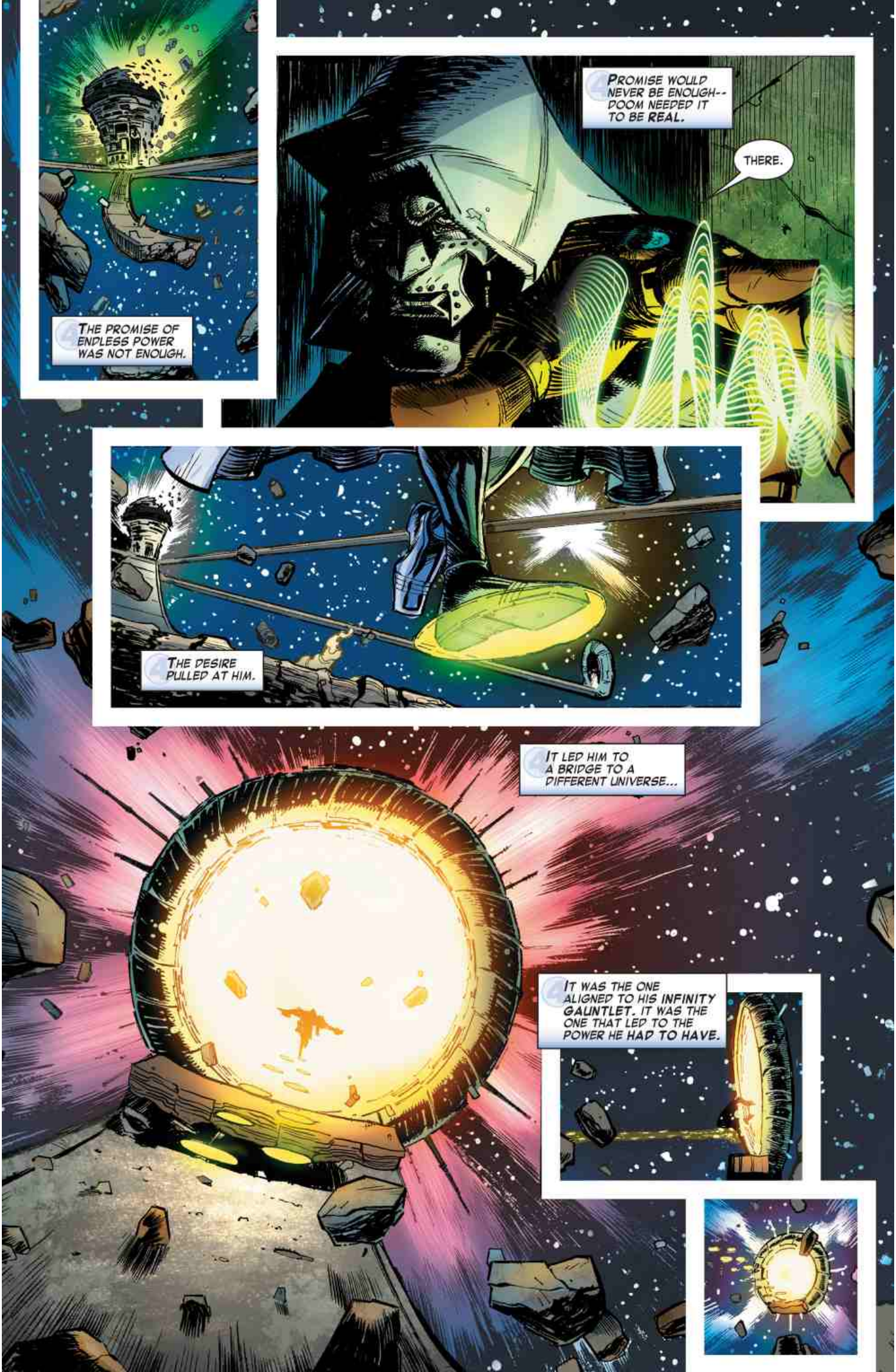
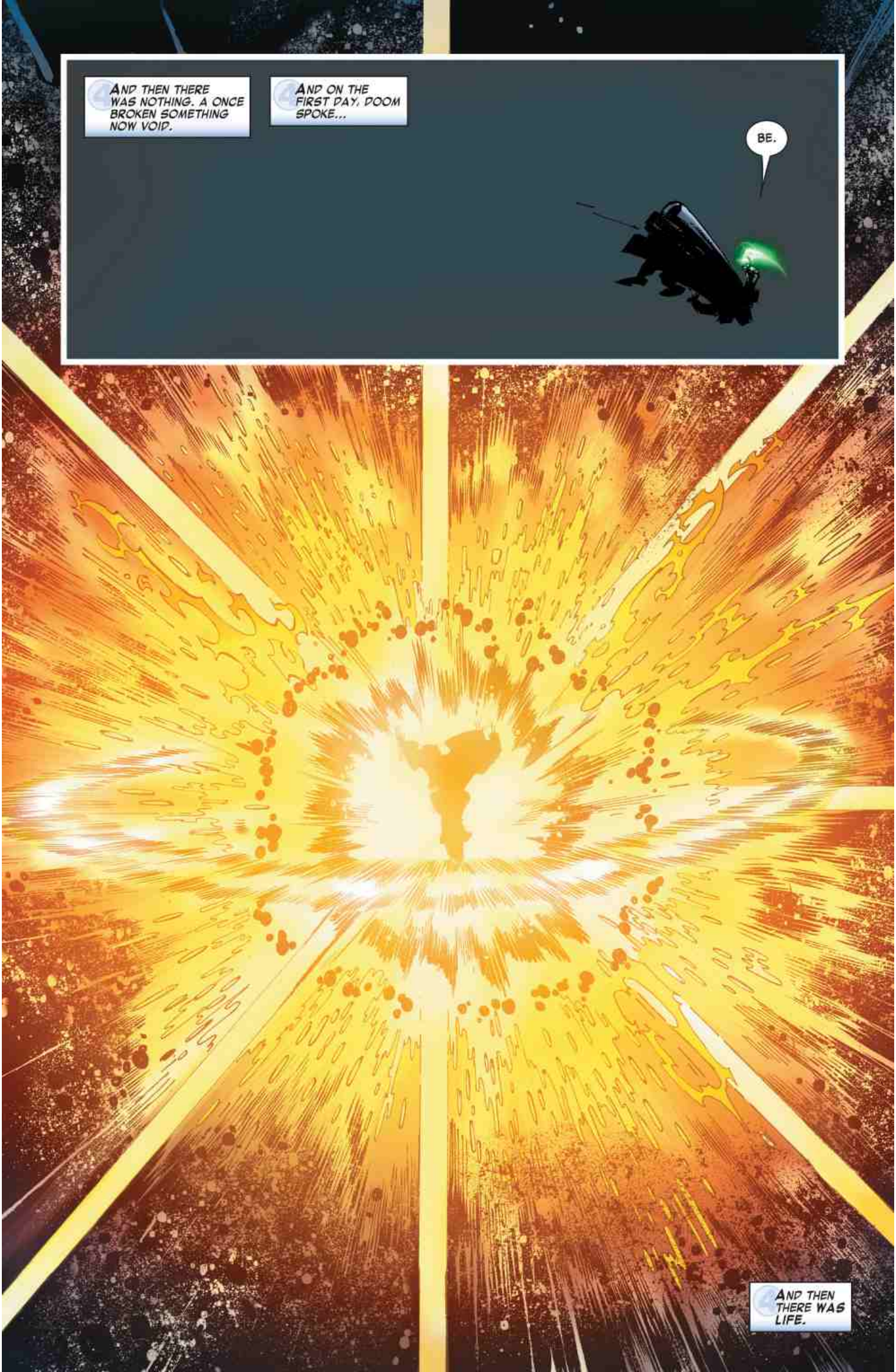
4 THEN.
THE PARLIAMENT OF DOOM.
DOOM!
DOOM!
DOOM!
DOOM!
DOOM!
"FIND A WAY, UNCLE DOOM..."
STAY ALIVE.
THERE'S SOMETHING IN THERE...SOMETHING WORTH THE COST...
OUR SECRET-- A GIFT FROM ME... JUST FOR YOU.


THE PROMISE OF ENDLESS POWER WAS NOT ENOUGH.
PROMISE WOULD NEVER BE ENOUGH-- DOOM NEEDED IT TO BE REAL.
THERE.
THE DESIRE PULLED AT HIM.
IT LED HIM TO A BRIDGE TO A DIFFERENT UNIVERSE...
IT WAS THE ONE ALIGNED TO HIS INFINITY GAUNTLET. IT WAS THE ONE THAT LED TO THE POWER HE HAD TO HAVE.


AND THEN THERE WAS NOTHING. A ONCE BROKEN SOMETHING NOW VOID.
AND ON THE FIRST DAY, DOOM SPOKE...
BE.
AND THEN THERE WAS LIFE.

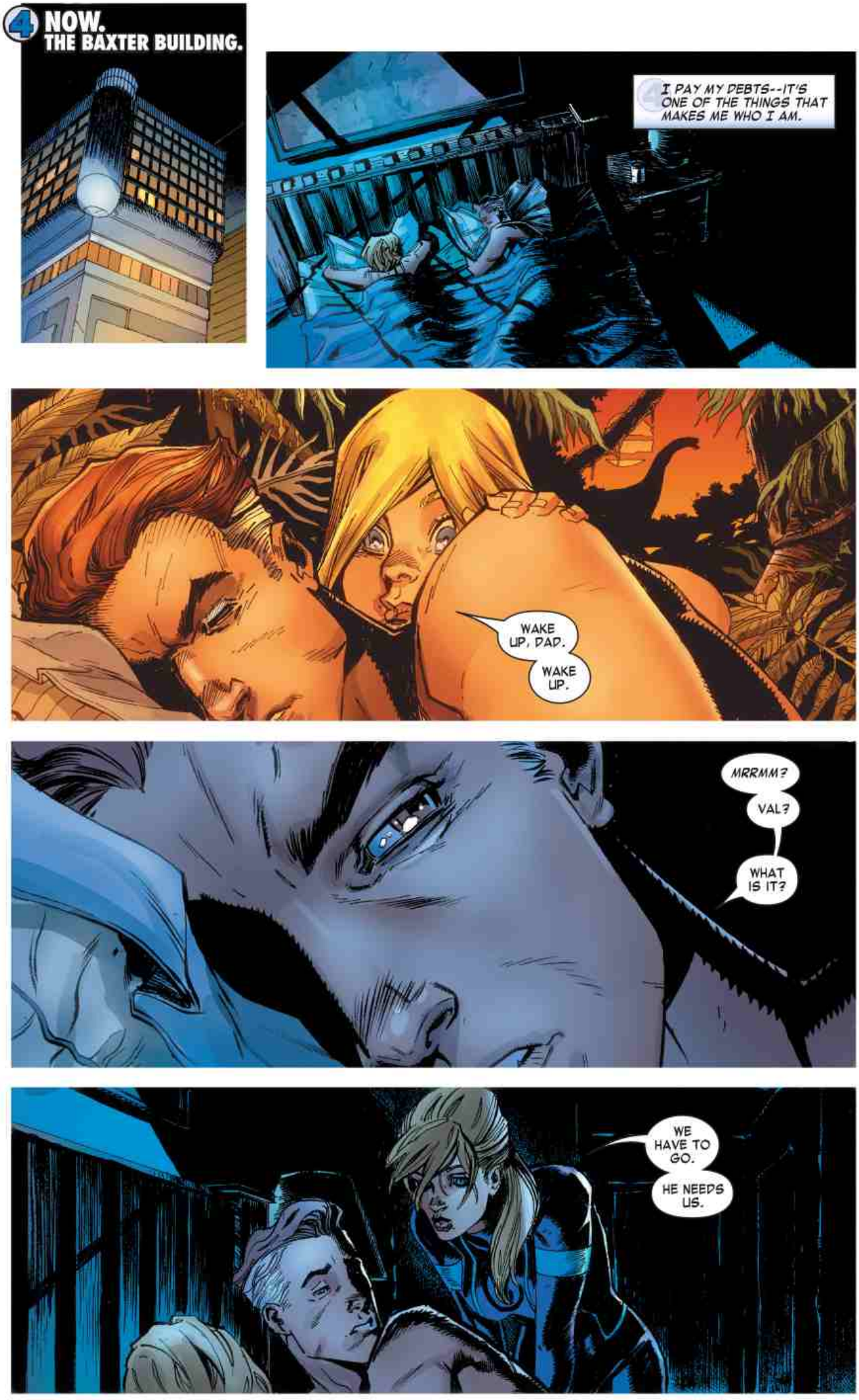
On the second day, Doom separated the light from the dark.
One was called science, and the other magic.
E=MC²

The first was the foundation for all of that reality's existence. A grand unified theory that singularly dictated the superstructure of everything.
One perfect law for his new universe. This happened on the third day.

On the fourth day, DOOM created the un-rules of chaos called MAGIC.
Nighttime shadows born of stray thoughts and doubts lasting the barest of moments.
There were four pillars of DOOM's magic.
Four.
On the fifth day, there was life.
DOOM'S CHILDREN OF SCIENCE.
DOOM'S CHILDREN OF MAGIC.

On the sixth day, on a world located at the terminator between light and dark, Doom established his universal kingdom.
A place where science and magic were wed.
And something new was formed.

Something uncontrollable. Something wild...something apocalyptic.
It was then, on the seventh day, that Doom realized a mistake had been made.
He had made a universe in his own image.


4 NOW.
THE BAXTER BUILDING.
I PAY MY DEBTS--IT'S ONE OF THE THINGS THAT MAKES ME WHO I AM.
WAKE UP, DAD.
WAKE UP.
MRRMM?
VAL?
WHAT IS IT?
WE HAVE TO GO.
HE NEEDS US.

4 LATVERIA, REMNANTS OF THE OLD BAXTER BUILDING.
I WAS TOLD VICTOR WAS DEAD.
THAT HE DIED BUYING US TIME.
AND WHO TOLD YOU THAT?
YOU DID. YOU. VAL...
YOUNGER VAL.
WELL, TRUST ME WHEN I TELL YOU THAT YOU SHOULDN'T ALWAYS TRUST ME.
I'M NOT THE MOST CONSISTENTLY HONEST PERSON IN THE WORLD. ESPECIALLY AT THAT AGE.
THERE HE IS.

IS IT WORKING, DAD?
THE INDEPENDENT POWER SUPPLY IS CONNECTED AND OPERATIONAL.
AND THE BRIDGE APPEARS TO BE STRUCTURALLY SOUND.
SO WHENEVER WE WANT...WE CAN GO.

SHOULD WE?
WHAT DO YOU MEAN?
HE SACRIFICED HIMSELF TO SAVE *YOU.* OF COURSE WE'RE GOING.
NO. NOT THAT.
I MEAN HOW DO WE KNOW THAT HE'S ALIVE?
BECAUSE VAL KNOWS.

I THOUGHT YOU SAID DON'T TRUST YOU.
WELL, SOMETIMES YOU SHOULD.
SO SOMETIMES I SHOULD AND SOMETIMES I SHOULDN'T... IS THAT RIGHT? SEEMS... A BIT *IMPRECISE.*
WHAT CAN I SAY, DAD... PARENTING'S TOUGH.
SUCK IT UP.

IT'S OBVIOUS NOW...
SHE'S SPENT TOO MUCH TIME WITH YOU.
LET'S GO.

IS THIS THE ONLY STRUCTURE THAT EXISTS IN THIS PLACE, REED?
BEYOND THE BRIDGES LEADING TO AND FROM DIFFERENT UNIVERSES, YES...
OH?
BUT I DON'T THINK HE'S IN THERE.

LOOK.
DOOM?

DOOM?
DOOM.
DOOM!

SO WE OPEN THE DOOR, GO IN, FIND HIM, AND THEN PULL HIM OUT.
SHOULDN'T BE A PROBLEM, DAD... THERE'S ONLY A VIRTUALLY INFINITE AMOUNT OF SPACE ON THE OTHER SIDE.
DOOM!
DOOM!
DOOM!
DOOM!

NO. YOU'RE STAYING HERE.
HOLD THE DOOR OPEN UNLESS SOMETHING IS COMING THROUGH THAT SHOULDN'T BE...
IF THAT HAPPENS, YOU SHUT IT AND KEEP IT SHUT UNTIL YOU THINK OF SOMETHING *MORE CLEVER* THAN I OBVIOUSLY DID.
UNDERSTAND?
CLAP

...
YES.
OKAY, THEN.
BE CAREFUL, DAD.

We fell towards Doomworld--a reality seemingly constructed for one singular purpose...to point there--to the one world, the only world--that mattered in the entire universe.

Towering over Doomopolis was a castle Doom constructed of nothing but smaller dark and twisted castles.

After breaking Doom, the six rulers of his kingdom had divided the gems of infinite power amongst themselves.

THREE BELONGED TO THE HIGH PRIESTS OF SCIENCE.

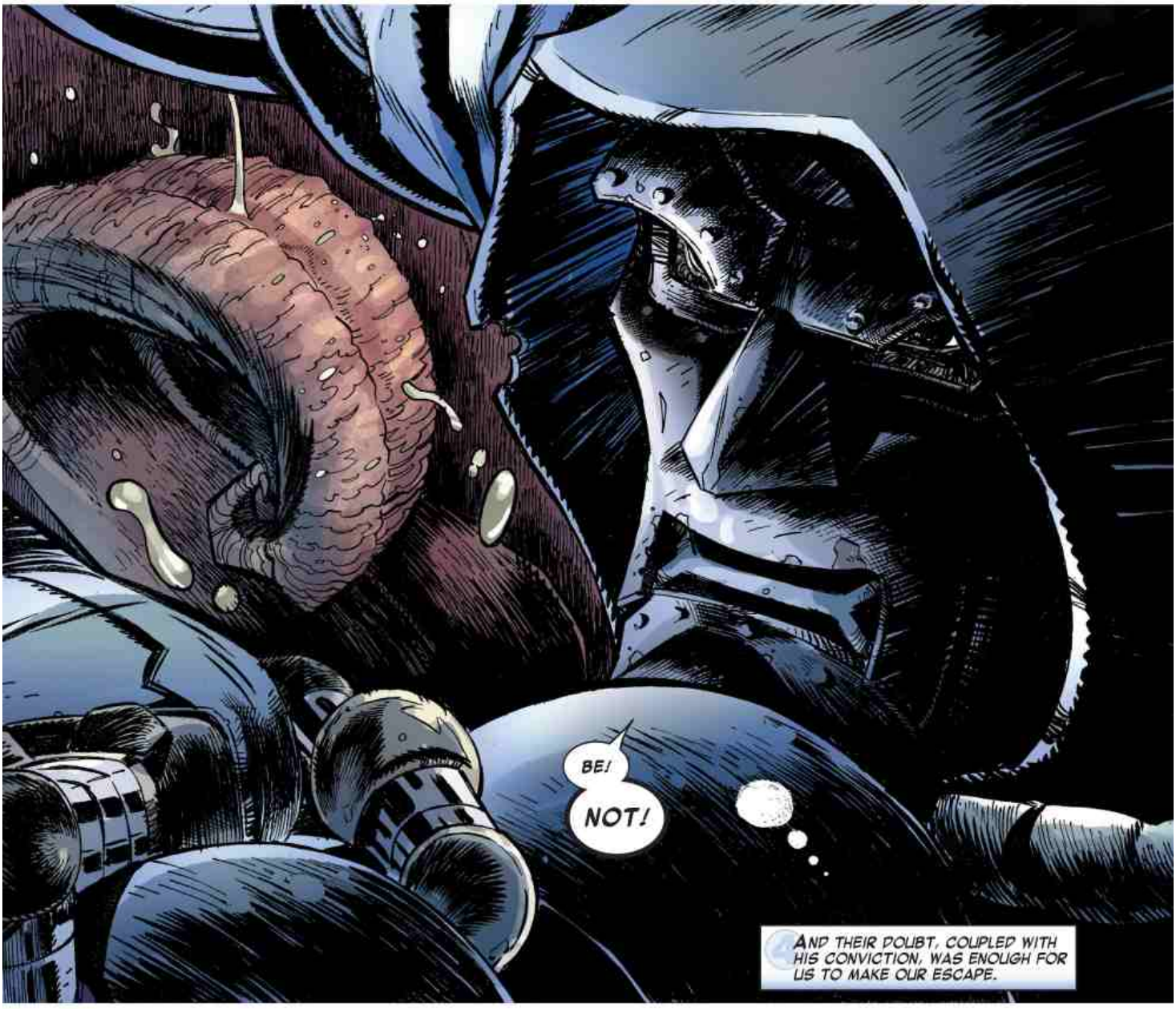
AND THREE WERE COMMANDED BY THE PROFESSORS OF MAGIC.

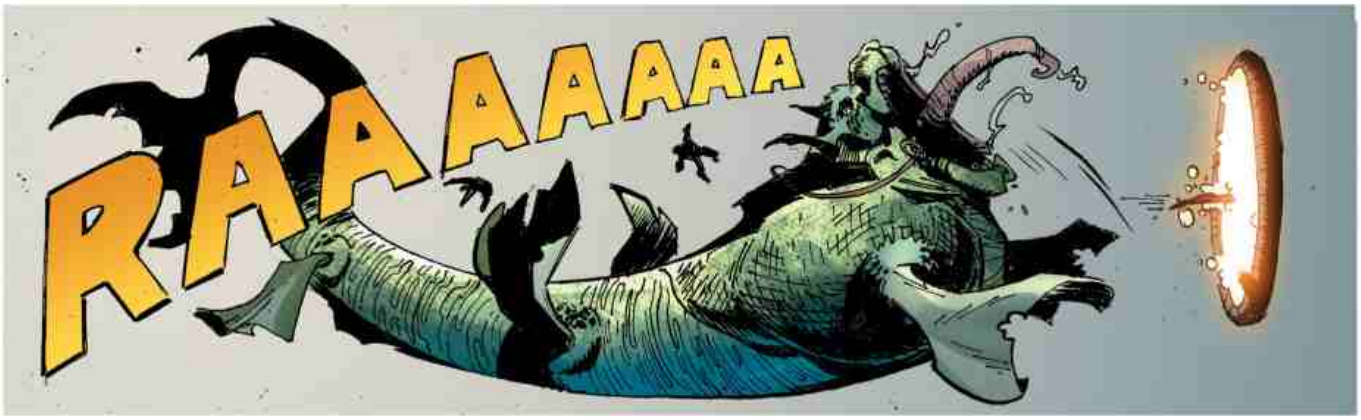
IT WAS BEFORE THESE SIX THAT WE CAME TO PETITION FOR THE RETURN OF VICTOR VON DOOM.

TO THE PRIESTS, WE PLEADED MERCY; TO THE PROFESSORS, WE SUGGESTED OMEN.
THEY ASKED DOOM IF HE WAS WILLING TO BEG FOR HIS LIFE.
HE SAID NOTHING.
STILL, THEY VOTED TO LET HIM LEAVE. FOR EVEN IF YOUR FATHER WAS A MONSTER, KILLING HIM ONLY MAKES YOU THE SAME.
FIVE STOOD FOR MERCY-- FIVE, AND WE TOOK FLIGHT BACK TO THE BRIDGE.

But the High Priest of Power was scarred by memory. He bore the mark of Doom, and it chafed.
So he sent his two best warlords astride a leviathan in pursuit.
He sent them to destroy Doom...
And they chased us as we raced home.
We raced...
But we ran poorly.
And just when the end was creeping into the corners of our eyes, blackening our vision and signaling the end of all light, Doom spoke.

He spoke again as a god. He said...

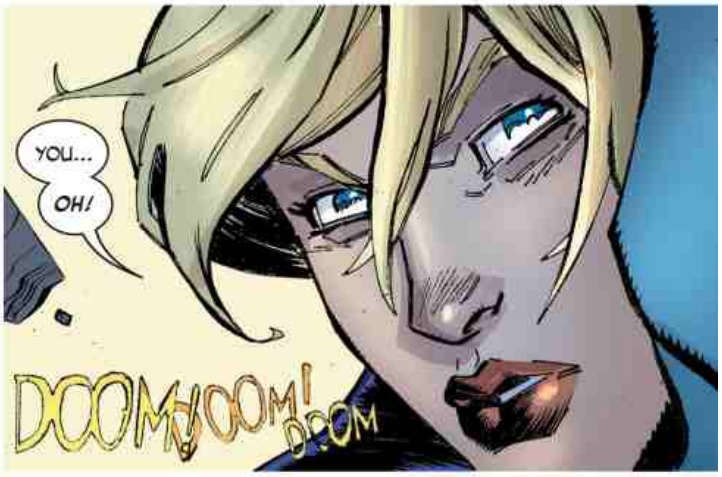

BE!
NOT!
And their doubt, coupled with his conviction, was enough for us to make our escape.

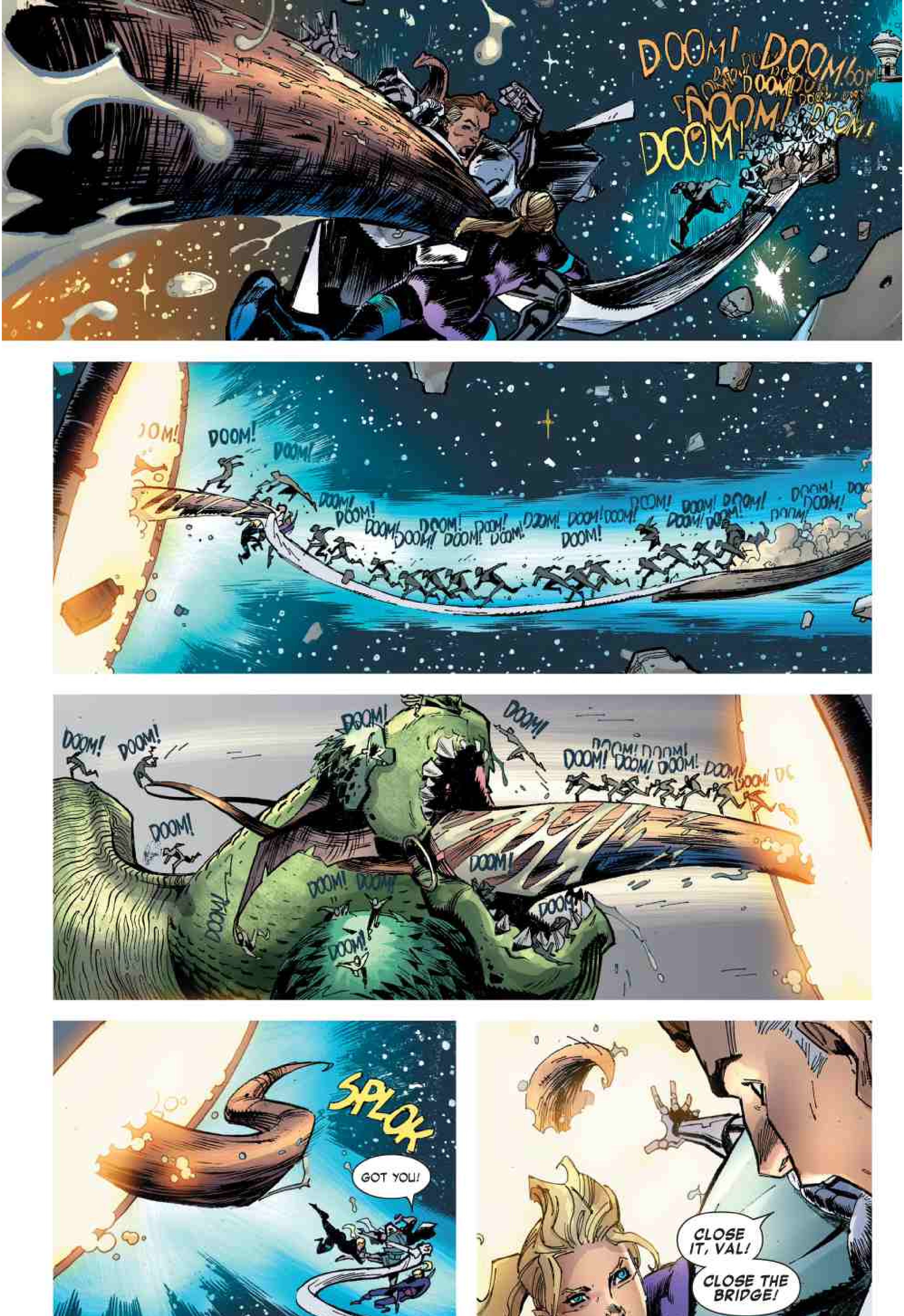

RAAAAAAA

OR SO IT SEEMED.
RRWOOF

VICTOR!

HOLD ON, SON. DON'T LET GO!
I'M TRYING, BUT... MY GOD...
I CAN'T--
YOU HAVE TO...


YOU...
OH!
DOOM!
DOOM
DOOM


DOOM! DOOM!
DOOM!
DOOM!
DOOM!
DOOM!
DOOM!
DOOM!
DOOM!
DOOM!
DOOM!
DOOM!
SPLOK
GOT YOU!
CLOSE IT, VAL!
CLOSE THE BRIDGE!

I CAN DO MORE THAN THAT.
BOOP

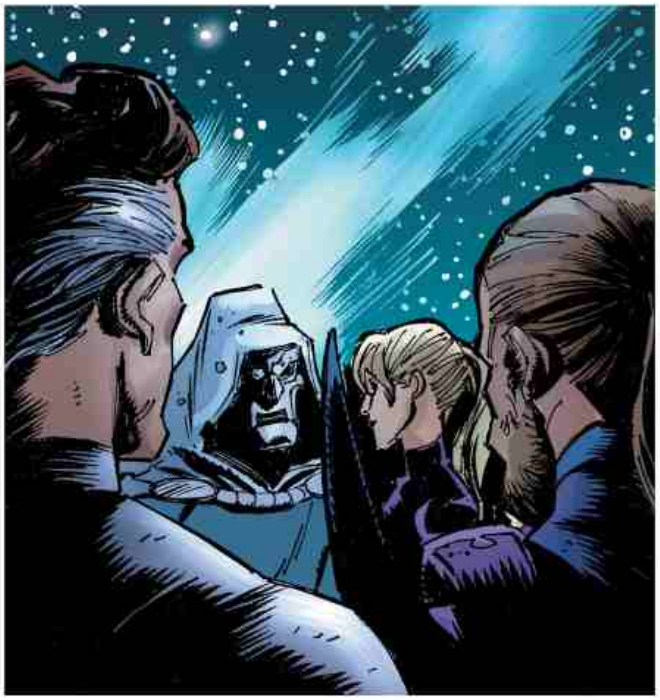
BA-BOOOOM

ALL THINGS CONSIDERED... YOU LOOK WELL, UNCLE DOOM.
AH, I SEE.
DO YOU NOW?

I WAS A GOD, VALERIA.
AND?

I FOUND IT...*BENEATH ME.*

SAY THANK YOU.



...
CONSIDER US EVEN, RICHARDS.

GOOD ENOUGH.
LET'S GO HOME, VICTOR.
4

4 LATER: EARTH.
THE FANTASTI-CAR IS DOCKED RIGHT OUTSIDE THE BUILDING.
WE CAN DROP YOU OFF AT YOUR CASTLE IF YOU--
ACTUALLY, WE WON'T ALL BE GOING, REED.

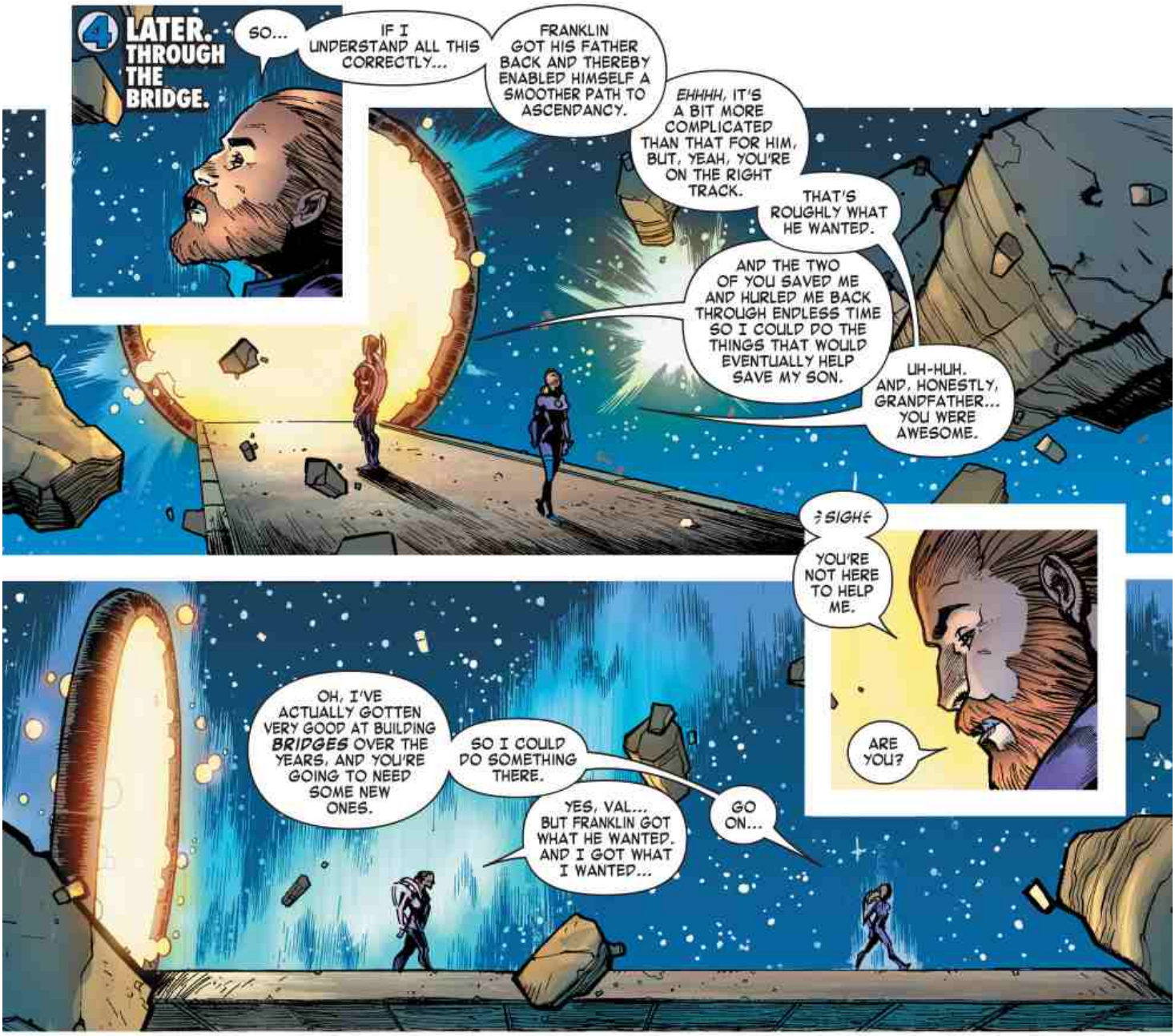
WHAT?

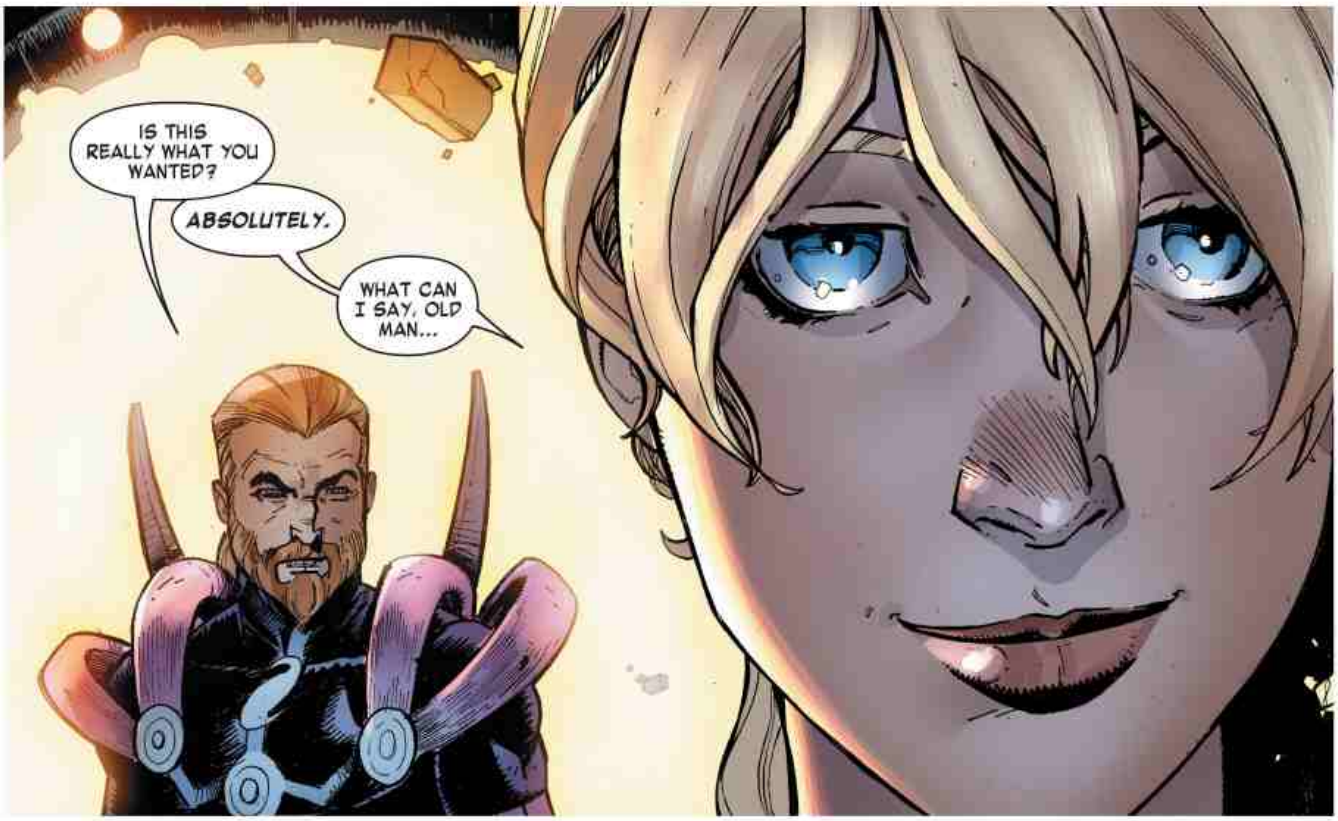
I'M GOING TO USE THE NEXUS TO REACH ALL THE OTHER WORLDS WHERE THE OTHER YOUS EXIST...
ALL ALONE.
ORPHANS, BECAUSE OF ME.
IT'S THE LEAST I CAN DO.
YOU JUST GOT BACK... I...
I DON'T WANT YOU TO GO.

I PAY MY DEBTS--IT'S ONE OF THE THINGS THAT MAKES ME WHO I AM.
AND I OWE, SON.

I'LL BE BACK SOON-- SOONER THAN YOU THINK.
YOU MAKE ME SO PROUD.

AND YOU?
I'M GONNA HELP. I'M ALWAYS A BIG HELP.
WHEN YOU GET BACK HOME, DON'T BE AFRAID TO GIVE ME A BIG SPANKING, I'M SURE I NEED IT.
AND LISTEN, DAD, I'M GOING TO BE A REAL PAIN OVER THESE NEXT FEW YEARS...
JUST PLEASE REMEMBER THAT, IN MY OWN TWISTED WAY, I'M JUST TRYING TO BE A BETTER YOU.


4 LATER. THROUGH THE BRIDGE.
SO...
IF I UNDERSTAND ALL THIS CORRECTLY...
FRANKLIN GOT HIS FATHER BACK AND THEREBY ENABLED HIMSELF A SMOOTHER PATH TO ASCENDANCY.
EHHHH, IT'S A BIT MORE COMPLICATED THAN THAT FOR HIM, BUT, YEAH, YOU'RE ON THE RIGHT TRACK.
THAT'S ROUGHLY WHAT HE WANTED.
AND THE TWO OF YOU SAVED ME AND HURLED ME BACK THROUGH ENDLESS TIME SO I COULD DO THE THINGS THAT WOULD EVENTUALLY HELP SAVE MY SON.
UH-HUH. AND, HONESTLY, GRANDFATHER... YOU WERE AWESOME.
SIGH
YOU'RE NOT HERE TO HELP ME.
ARE YOU?
OH, I'VE ACTUALLY GOTTEN VERY GOOD AT BUILDING *BRIDGES* OVER THE YEARS, AND YOU'RE GOING TO NEED SOME NEW ONES.
SO I COULD DO SOMETHING THERE.
YES, VAL... BUT FRANKLIN GOT WHAT HE WANTED. AND I GOT WHAT I WANTED...
GO ON...


IS THIS REALLY WHAT YOU WANTED?
ABSOLUTELY.
WHAT CAN I SAY, OLD MAN...

HERE, I CAN BUILD.
4 TO BE CONCLUDED IN FF #23!

FANTASTIC FAN PAGE 4

I still remember how disappointed I was when I found out my boss, Tom Brevoort, wasn't going to put "THE WORLD'S GREATEST COMIC MAGAZINE" tagline on the cover of my first issue of FANTASTIC FOUR. The dispassionate, analytical side of my brain understood it, but I swear to God and I do mean Jack Kirby, the hopeless romantic in me was crushed. Just CRUSHED.

I don't think I've ever asked Tom whether he did this to reflect a more realistic (read: honest) sales or market status, to maybe lower expectations, or if it was meant to challenge me, but, regardless, clearly the job -- My first BIG JOB at Marvel…my first FRANCHISE gig -- came with an unwritten rule: Get 'IT' back.

And so we did.

As I sit here writing this, thinking about everyone that has worked on the book over the last few years, I'm blown away by the efforts of everyone involved. Neil, Mark, Barry, Greg, Carmine, Ming, Farel, Leinil, Mike, Ryan, Juan, Ron, Cammo, Gabriel and André were all amazing. Our franchise colorist, Paul Mounts deserves special recognition as over this period of time he became the person with the longest tenure on FF ever. And the run simply would have not been the success it was if not for Dale Eaglesham, who kicked up a fuss right at the start, Steve Epting, who masterfully illustrated our biggest, most important moments, and Nick Dragotta, who perfectly rendered some of our most emotional stories. Special thanks, of course, to Tom and Lauren, who carried us through. What a team.

One final thought before I say good night.

I was giving an interview about the book sometime after we'd gone from critical darling to critical success and I was asked, "What did we do to make Fantastic Four relevant again?" I remember consciously lying and giving a generic answer about effort and storytelling meeting hard work and dedication or some other garbage because I had promised myself that never during the run would I talk about, or reveal, any of my 'rules' for the book (and I still won't), but I do now want to at least answer the question honestly. So here goes…

The world sucks. I'm not saying this as an anachronist or idealist, but one of the reasons for this condition is the expectation of family as a thing of permanence is dying. Which is actually what makes the Fantastic Four so interesting, they exist in opposition to that -- they are a perfect family in an imperfect world…and they represent the hope of what COULD BE. The franchise became relevant again because we tapped into this in a way that resonated, and, even more importantly, the driving force behind it was something we could all understand. Wasn't it?

After all, what was it that made Reed choose his family when he should have chosen utopia? What made Johnny sacrifice himself and what brought him back? What broke an unbreakable Ben Grimm and then found a way to make him whole again? What made Susan strong enough to stand when the others fell? What made Nathaniel always come home, and what was it that made Val and Franklin sacrifice everything to save their father?

It was Love. Boundless, unconditional, to the end of time and back, lift you up from death itself, LOVE.

And what's not fantastic about that?

It's been an honor.

—JH

As always, if you've got an opinion to share, you can e-mail it to us at MHEROES@MARVEL.COM. Be sure to mark your letters as "Okay To Print!" if you'd like to see them featured here on the Fan Page!

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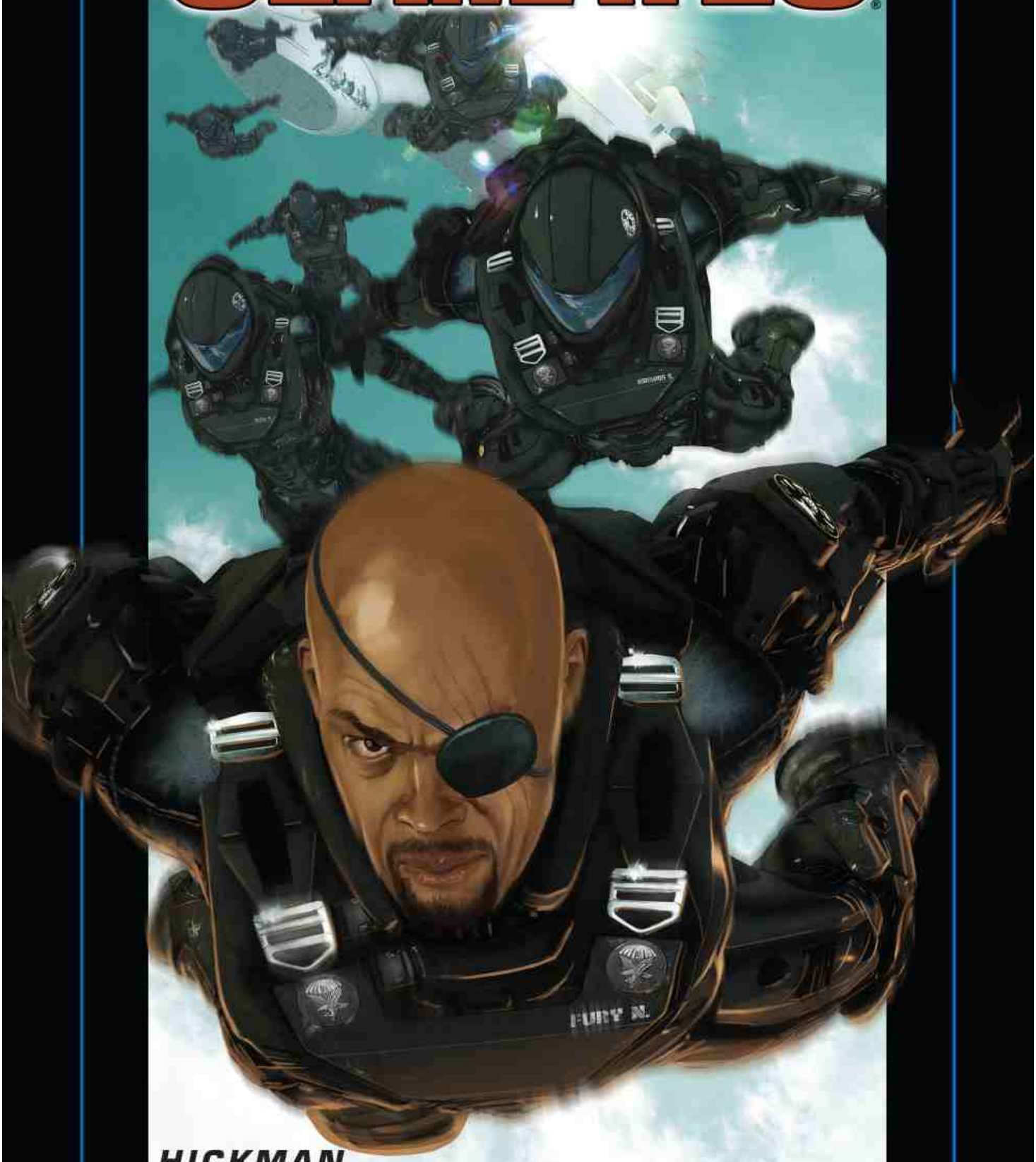
THE ULTIMATES®

ISSUE 04



HICKMAN
RIBIC
WHITE

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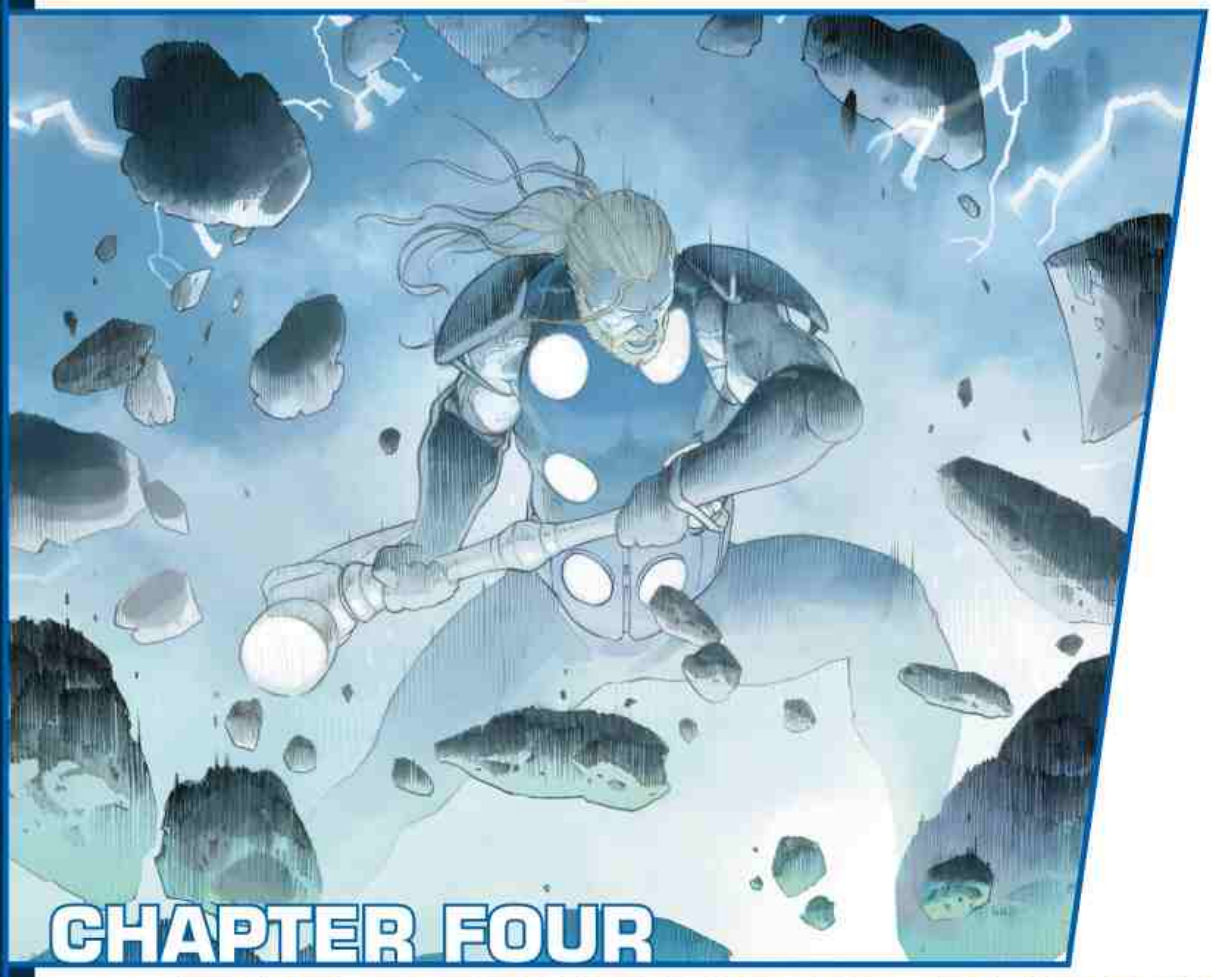

CHAPTER FOUR

THE REPUBLIC IS BURNING

The Children of Tomorrow, a highly-evolved race of superhumans, has rapidly expanded its home base known as the City, destroying neighboring European countries and killing the Asgardian gods. With Captain America still missing and Thor cut off from the source of his power, Nick Fury and the Ultimates were severely incapacitated. Iron Man outfitted Thor with a redesigned version of his old super-soldier armor, and the Ultimates reassembled to face off with the Children once more, but again, were forced to retreat.

The situation is bleaker than ever: S.H.I.E.L.D.'s infrastructure has been severely damaged, millions have been killed, and it's more than Thor can take. Taking matters into his own hands, Thor teleported into the City set on having his revenge—and prepared for certain death.

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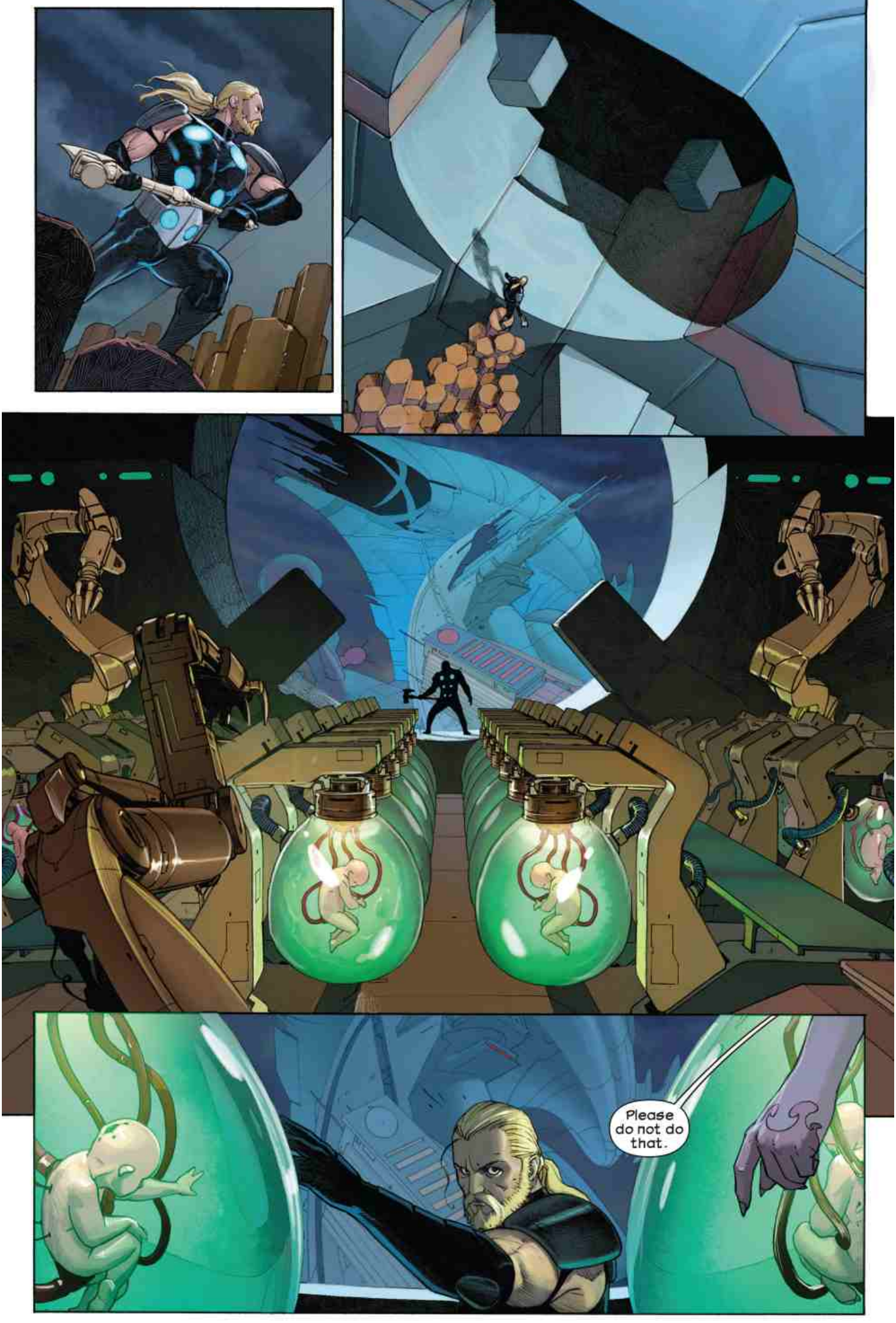
DAN BUCKLEY PUBLISHER

ALAN FINE EXEC. PRODUCER

KEZZAAT
THE CITY.
Empty?

THE DOME.
Quorum! Proximity Alert!
A potential contagion has entered the City.
Can you please identify?
Analyzing... Humantype. Male. Age...indeterminate. He approaches one of the Cribs.
Recognize... recognize...
Quorum... we have seen this individual before...
Really?
Yes. This Humantype was designated by the Maker as: Thor.
Ah, well... we'll have to do something about this.

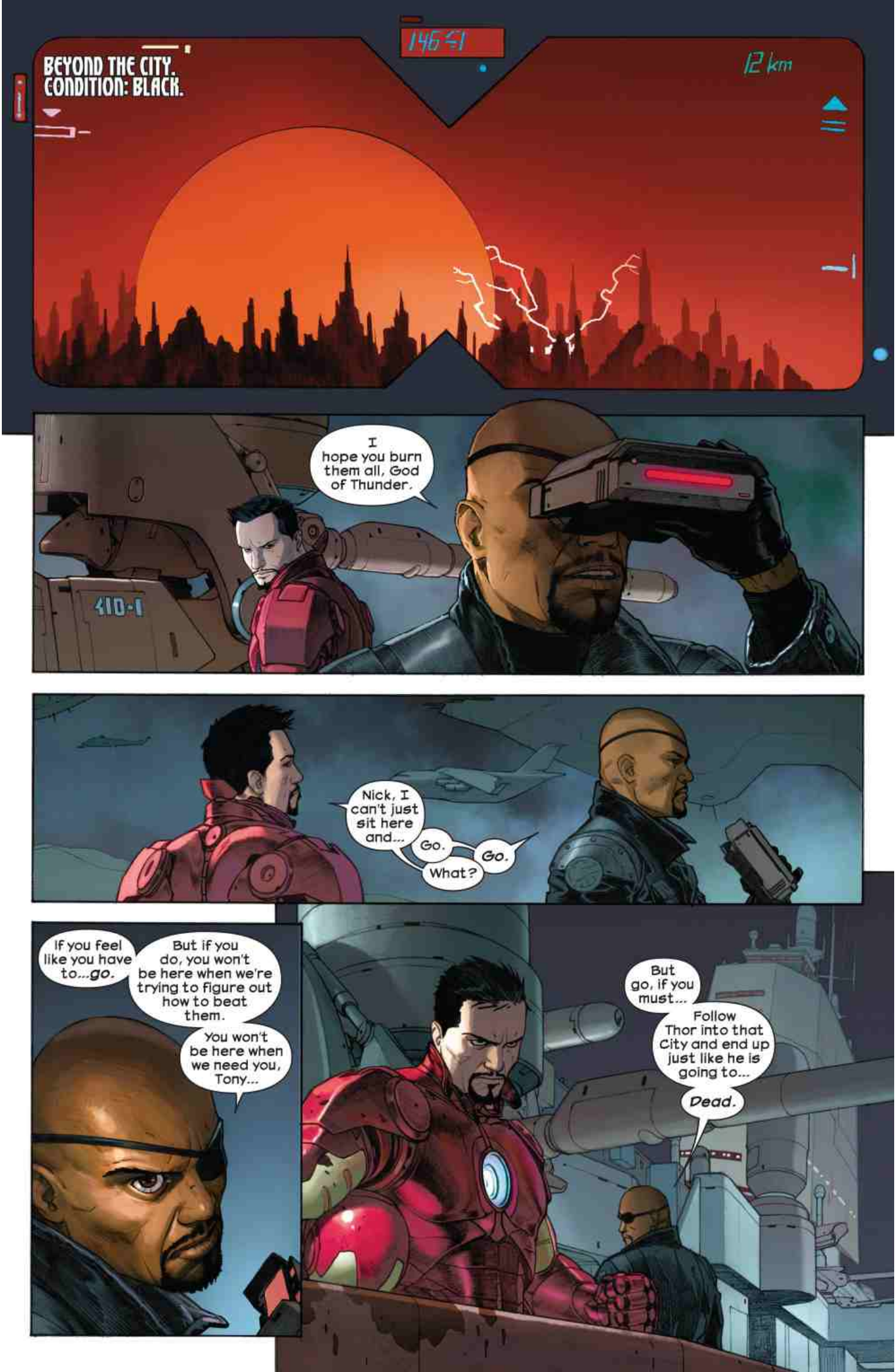

Please do not do that.

Tranquility, stranger. I mean you no harm, but it's unwise to overstimulate the Children. Developmentally, this is a very delicate time for them.
In vitro mathematics requires complete concentration.
Where are the others... what--*who*--are *you?*
Fourth Nurse. Caretaker of this Crib, reproduction unit 102...ah, and you are Humantype. Probably part of all the earlier fuss...***such regrettable waste.***
As for the others, beyond the newborn, I am all that is here...
Hmmmm... for a regressive, you are genetically exceptional.
I don't understand...
All this...you grow your own children?
We grow ***perfect*** Children. And these...***these*** are ***very special.***
See...we came from ***the Dome,*** but they will be the first Children of ***the City.***
Their future is the stars...
Their ***today***...was our ***tomorrow.***
Now, you must leave... air purity, contaminants and all that...
Ahhhh, ***and*** if the City directory has updated properly, there are ***captured*** humantypes in that direction.
What?
Yes, yes... very exciting... maybe you can take them with you when you leave...
"...just head that way."
WOOF!

No.
Captain Britain.
RAARR!!!

Concern yourself with wrecking things later, Jamie--your team is gone, you are hurt, so now you must leave. Can you fly your way out of here?
No. They disabled my suit somehow.
...Then I will take you.
A moment of your time before you leave, Thor.
Eh?
I need you to carry a message back to your keepers.

You are mistaken, stranger...I have no master...
And I am no man's courier.
Then consider it a favor...
For the man who tore Asgard from the sky.
I'm sorry, Jamie.
It appears we will not be leaving.
RRAAKKKK!


BEYOND THE CITY.
CONDITION: BLACK.
12 km
I hope you burn them all, God of Thunder.
410-1
Nick, I can't just sit here and...
Go.
Go.
What?
If you feel like you have to...go.
But if you do, you won't be here when we're trying to figure out how to beat them.
You won't be here when we need you, Tony...
But go, if you must...
Follow Thor into that City and end up just like he is going to...
Dead.

THE CITY.
Now.
Prepare to pay the price for what you have done.
Just like I remember...
First Knife, please show the man the future.

CRACK
THUD
URK!
ARGH!

Maker?

More.

BOFF

Again.
SMACK

Now...if I was a villain--*if I was evil*--I would have the Knife kill you, Thor...
Instead...I have *mercy*... mercy for the man who *will* be my messenger.
Call it, mercy for fond memories.
Raise your head, Lord of Thunder...*look at me.*
I want you to see my face.
You!
Yes. *Me.*
And here is the message you are going to carry back to Nick Fury and all the other heroes of the republic:
The City has reached its current potential--it has finished growing, and only *the Children* are welcome here.
All that we have claimed is now ours, *forever*... the rest we leave to you and the world.
Accept this for what it is and never return. It is *peace* and the best we have to offer.

Oh, and tell them, Thor...
I was right all along.
Thor! They're--
Thor! We have to leave. Now.
Get away from me.
I won't let you give up.
I'm not giving up...I'm beaten.
I want you to get up.
No. It's all gone...Asgard, my kin...
I've lost everything. I can't...
Stand!
I won't!
On your feet, boy!

Father?
You disappoint me, Thor.
Have you forgotten...I gave this world to you...
To make it into something better.

I remember, father.

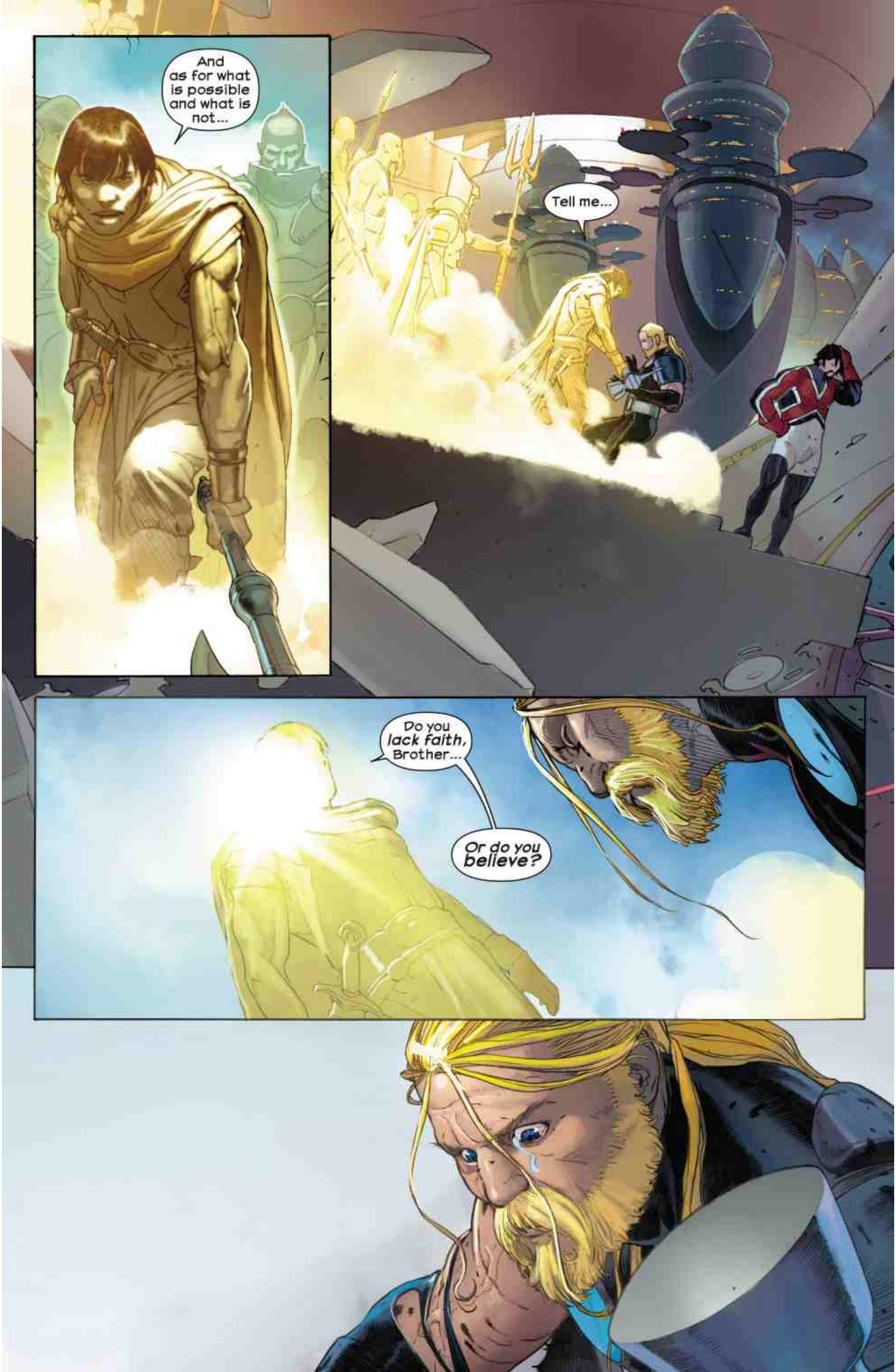
Who are you talking to?

You died. Everyone died.
Yes.
And something in me died as well. I am...*less* than what I was.
God or man...*does it matter?*
Of Asgard, you are all that is left.

What do you want me to do, father?

Everything you *can*. Everything you *must*.
Make this world into what it should be...
Father... *I am alone!*
You ask the impossible.
Odin asks nothing of the kind!

And alone?
Ha! You will never be alone again, Thor.
It appears you have become Valhalla, my friend.


And as for what is possible and what is not...
Tell me...
Do you lack faith, Brother...
Or do you believe?

EPILOGUE.
And this warning...
You think they were sincere?
I believe it was. They could have killed me any time they wished.
They did not.
Don't cross them and they won't cross us?
They took two hundred square miles of northern Europe, killed countless civilians, destroyed the entire EDF and we're supposed to just walk away...
How am I going to sell something like that?
Because it's the truth?
Hrmph!
More like, because the other options are more frightening...
Was that everything, Thor?
Hmm?

I said, was that everything?

Oh...here it comes...
Tell them the bit that will make them wet themselves, Brother.
No.
There's one other thing...it's actually much worse... the man behind all this...their Maker...

"It's Reed Richards."
TO BE CONTINUED...

ULTIMATE INSIGHT!

Q&A WITH ESAD RIBIC

FAVORITE ULTIMATES CHARACTER TO DRAW?

FURY, I JUST LOVE TO DEPICT FRUSTRATED PEOPLE.

FAVORITE THING ABOUT THE NEW ULTIMATES?

GETTING A CLEAN SLATE IN THE NEW ULTIMATE UNIVERSE, I HAD A LOT OF FUN DESIGNING THAT WORLD IN A WAY THAT'S A BIT ATYPICAL FOR MARVEL.

FAVORITE THING ABOUT WORKING WITH JONATHAN?

IT SEEMS THAT WE SHARE A LOT OF INTERESTS; HIGH CONCEPT SCI-FI FOR EXAMPLE. HIS SCRIPTS ARE FULL OF WORLD INFO, NOT JUST STUFF THAT DIRECTLY AFFECTS CHARACTERS AND AS SUCH REMINDS ME A LOT OF SOME OF THE BOOKS I GREW UP READING. I LOVE HIS CHARACTERIZATIONS TOO, YOU CAN TELL THE GUY'S INVESTING HIMSELF INTO HIS DRAMA!

DEAN?

WORKING WITH DEAN IS A TREAT AS THE FINAL PAGES KIND OF BLURS THE BOUNDARY BETWEEN ART AND COLOR. A LOT OF PEOPLE TOLD ME THEY WEREN'T EXACTLY SURE WHO DID WHAT AND I'D SAY THAT MEANS THE PAGES FEEL ORGANIC! WHAT MORE CAN YOU ASK FROM A COLORIST!? (OCCASIONAL MASSAGE MAYBE?)

WHAT DO YOU DO TO GIVE THE ULTIMATE UNIVERSE A DIFFERENT FEEL THAN MAIN CONTINUITY?

I REDESIGNED ALL OF THE TECH; INJECTED A BIT OF MYSELF INTO IT (IT JUST FEELS MORE LIKE A REAL WORLD THAT WAY AS OPPOSED TO A STERILE AND CLEAN LOOK). I'M BASICALLY TRYING TO MAKE IT LOOK LIKE A 'LIVED IN' UNIVERSE.

Q&A WITH DEAN WHITE

FAVORITE ULTIMATES CHARACTER TO COLOR?

THOR. ESAD JUST DRAWS A GREAT THOR.

CAN YOU TEASE A FUTURE ARC FOR US?

SURE. THE PEOPLE VERSUS THE CHILDREN IS GOING TO BE PRETTY EPIC.

FAVORITE THING ABOUT WORKING WITH JONATHAN? ESAD?

THEY'RE TWO GUYS WHO ARE TRYING TO DO DAMN GOOD WORK AND THEY GO OUT OF THEIR WAY TO MAKE ME FEEL PART OF THE TEAM. THANKS, GUYS.

IF YOU COULD HAVE ANY CHARACTER COME BACK TO THE ULTIMATES, WHO WOULD IT BE?

HMMM, CAP OR HULK. ACTUALLY, I WANT BOTH.

WHAT DO YOU DO TO GIVE THE ULTIMATE UNIVERSE A DIFFERENT FEEL THAN MAIN CONTINUITY?

I TRY TO APPROACH EACH BOOK WITH A DIFFERENT MINDSET. THIS ONE I AM THINKING OF RIDLEY SCOTT FILMS AS I START WORK. NOT SAYING IT LOOKS LIKE HIS FILMS BUT THAT IS THE MINDSET I GET IN, THEN I RESPOND TO WHAT THE PENCILS AND THE SCRIPT SEEM TO WANT.

NEXT

THE ALL-NEW ULTIMATE COMICS!

ON SALE NOW!

ON SALE NOW!

ON SALE NOW!

EMAIL THE EDITORS AT: ULTIMATEOFFICE@MARVEL.COM MAKE SURE YOU MARK IT 'OK TO PRINT'

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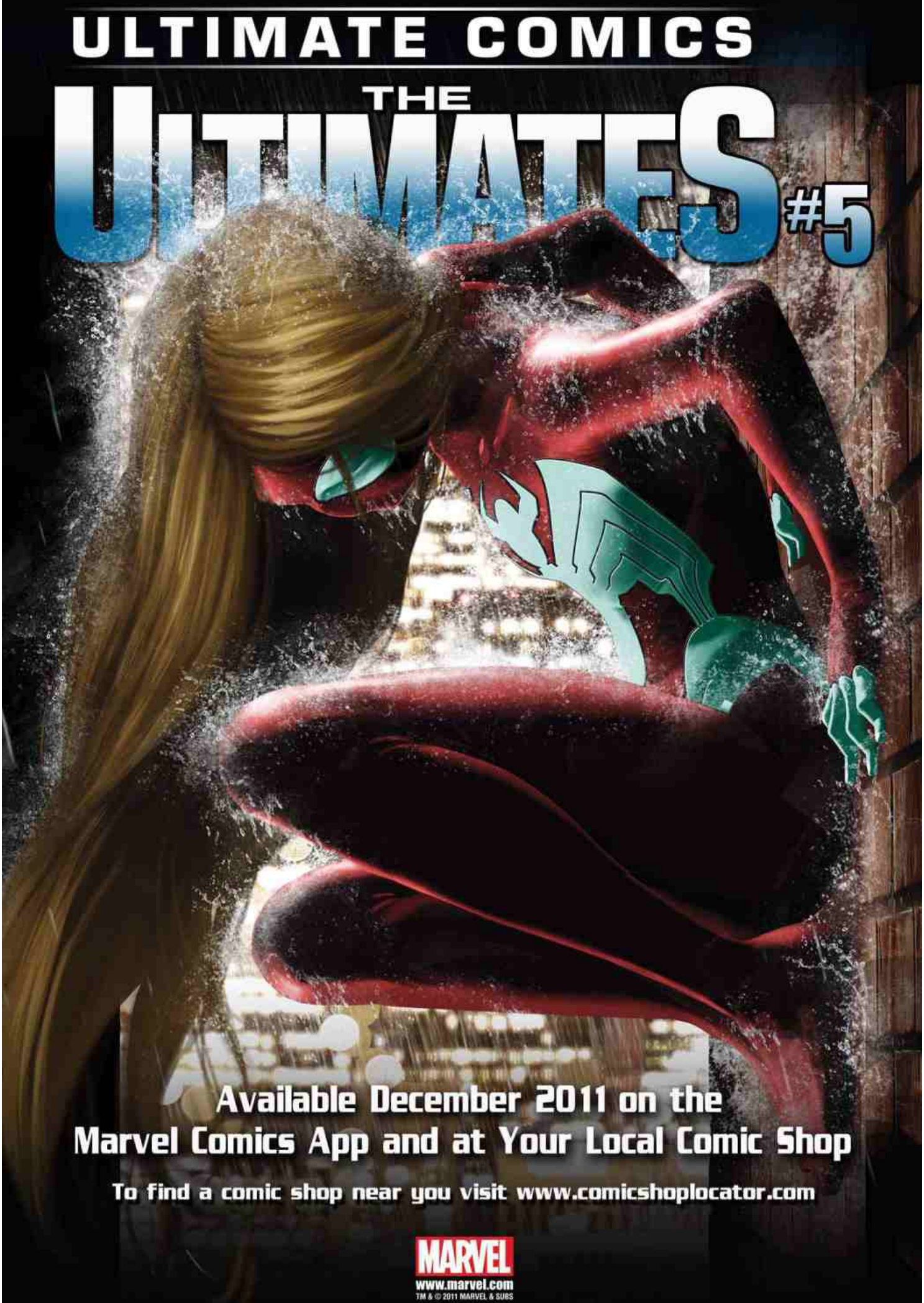
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THE ULTIMATES #5
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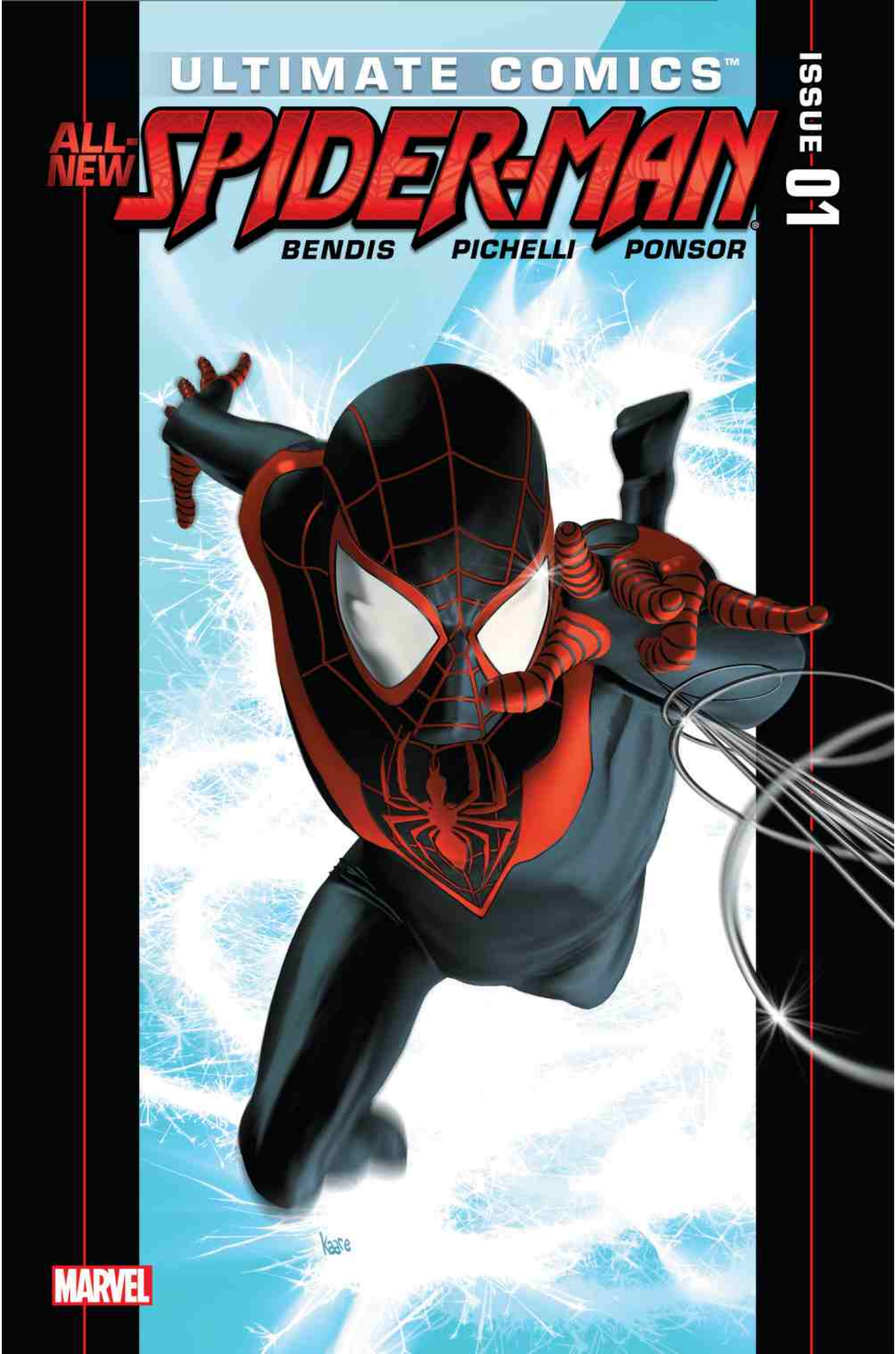
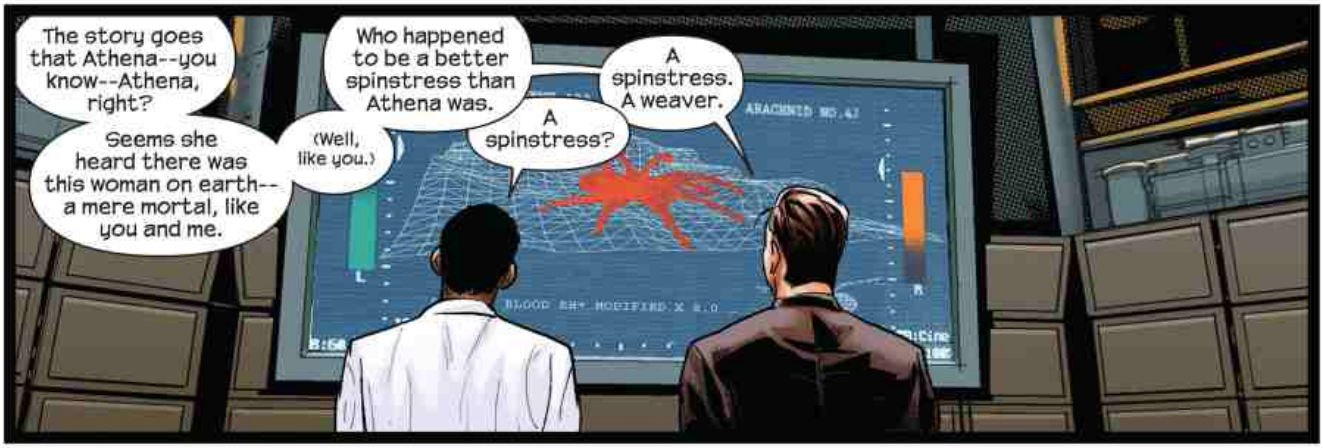

ULTIMATE COMICS™
ALL-NEW SPIDER-MAN®
BENDIS PICHELLI PONSOR
ISSUE 01
MARVEL

_OZ EXPERIMENT 192
SUBJECT_ :ARACHNID NO.42
You a fan of greek mythology, Doctor Markus?
I'm not *not* a fan, Mister Osborn.
Ever hear the myth of Arachne?
Mmmmno.
Eleven Months Ago.


The story goes that Athena--you know--Athena, right?
Seems she heard there was this woman on earth--a mere mortal, like you and me.
(Well, like you.)
Who happened to be a better spinstress than Athena was.
A spinstress?
A spinstress. A weaver.

Athena wasn't happy to hear this.
At all.
So, so she came down to earth and destroyed the woman's creations.
When this mortal lady saw what had happened--that she had insulted the gods and her life's work had all but been destroyed...
She killed herself.
But then Athena took pity on this poor girl.
Athena came down and touched her on the forehead with a magic reviving liquid and said:

"You shall not die today, Arachne. You are a great spinstress and you shall be transformed so you can weave your web forever."

At Athena's words, Arachne shrank and blackened.
First her nose and ears fell off...
And then her fingers turned to legs.
And what was left of her became her body. And she was left to spin her web.

The woman turned into a beautiful spider.
Now I need *you* to be Athena.
I'm sorry?

Osborn Industries, Main Laboratory Facility, Long Island.
Because you were kind enough to sign all of my nondisclosure agreements and because you were curious enough to come here and pursue your very specific line of scientific expertise...
You will now learn one of the great secrets of the scientific community.
I created Spider-Man.
One of our original test subject spiders was genetically altered using an earlier version of my super-soldier Oz formula.
That spider bit a young man and that young man not only survived but was given the proportionate strength and abilities of that spider.
What?
You heard me.
And you don't know--wow, you don't know the specifications of the spider?
No. It died.
Do you have a log of the measurements of the formula that altered the spider?
I thought I did but no.
Can we get blood samples of the boy?
We have them.
And you weren't able to reverse-calculate the--?
No.

But now we have you!!
SLAP
And now I know why you were so crazy to buy out my contract from the Roxxon Corporation.
You're the expert in the field, Doctor Markus.
Actually Otto Octavius is the real expert in the--
We don't talk about that man in this laboratory.
You created Spider-Man.
And I hope you understand that if this information leaves this building I will kill you.
Excuse me?
I said I will beat you to death with my bare hands.
You have four doctorates... which one of those words do you not understand?
But if you solve this problem for me I will reward you to the point where I reinvent your life on every conceivable level.
n°42
n°43
n°44
n°42
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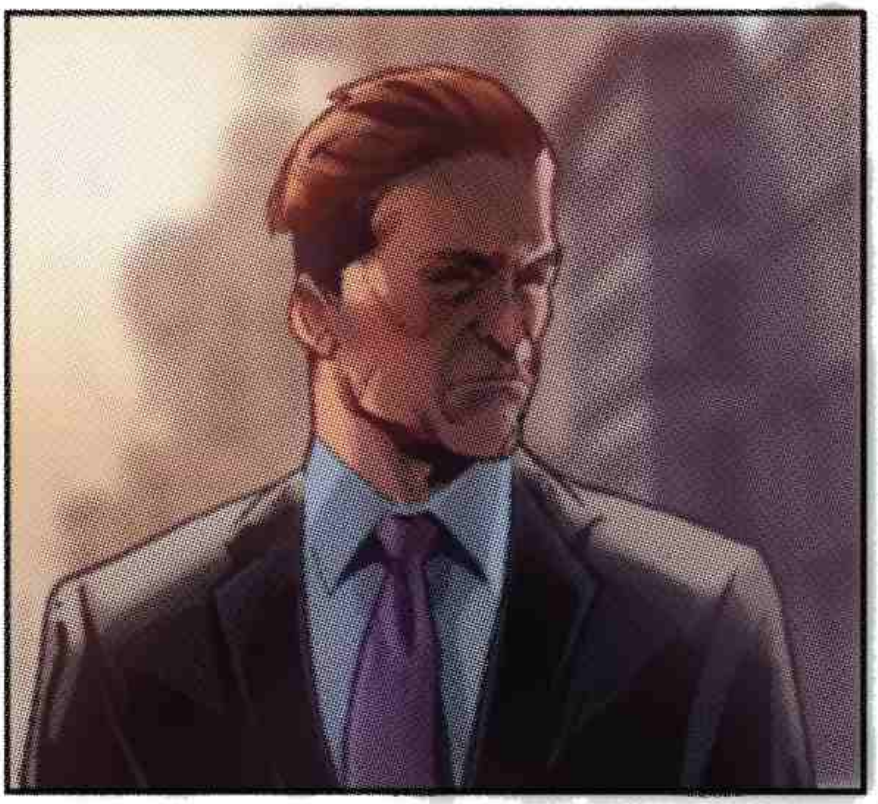
WIN A 50G FORTUNE TODAY!

DAILY BUGLE

NORMAN OSBORN IS THE GREEN GOBLIN!



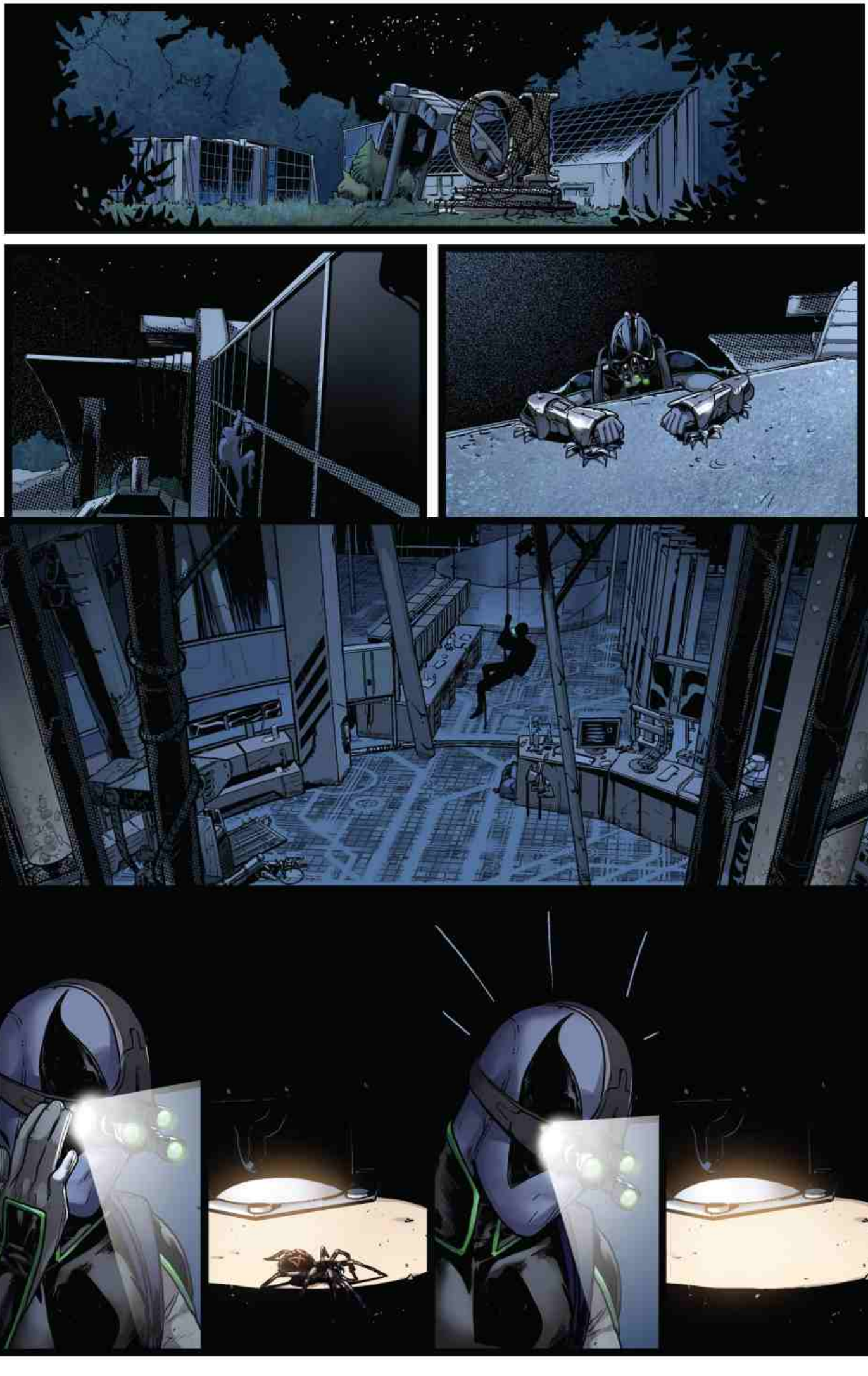
CONTROVERSIAL INDUSTRIALIST IS REVEALED TO BE GENETICALLY ALTERED MONSTER NOW IN THE CUSTODY OF S.H.I.E.L.D.

Reporting by Frederick Fosswell

Agents of the world peacekeeping task force S.H.I.E.L.D. have confirmed to the Daily Bugle that controversial industrialist Norman Osborn had infected his own body with one of his experiments altering himself into what one of our S.H.I.E.L.D. sources are referring to as the Green Goblin.

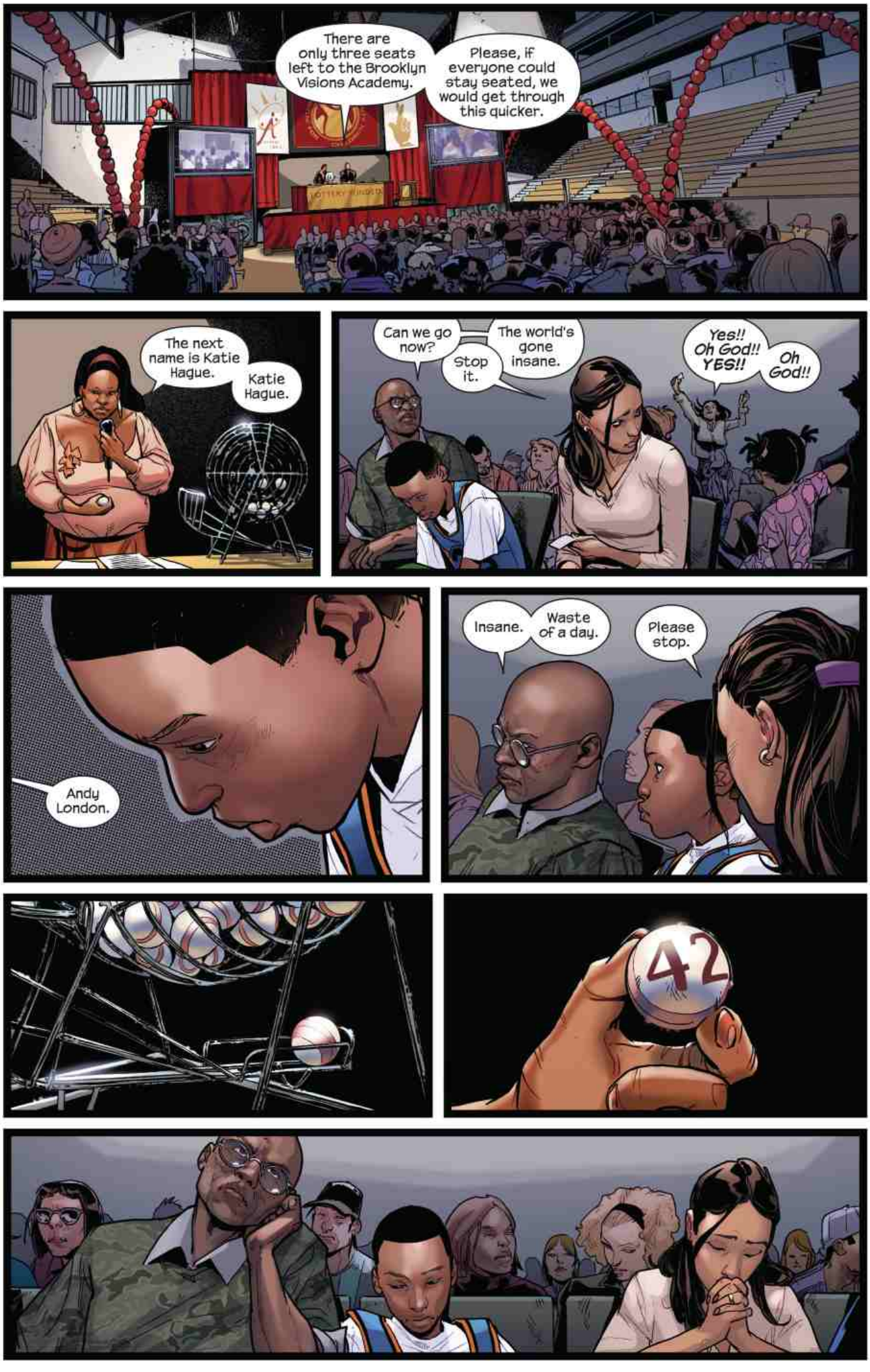
Sources also confirm that this Green Goblin is the same one that attacked Midtown High School a few months ago, shutting the school down for weeks. It is also referred to as the public debut of the mystery man called Spider-Man. Whether or not there is a connection between Spider-Man and Norman Osborn's double life has yet to be revealed.

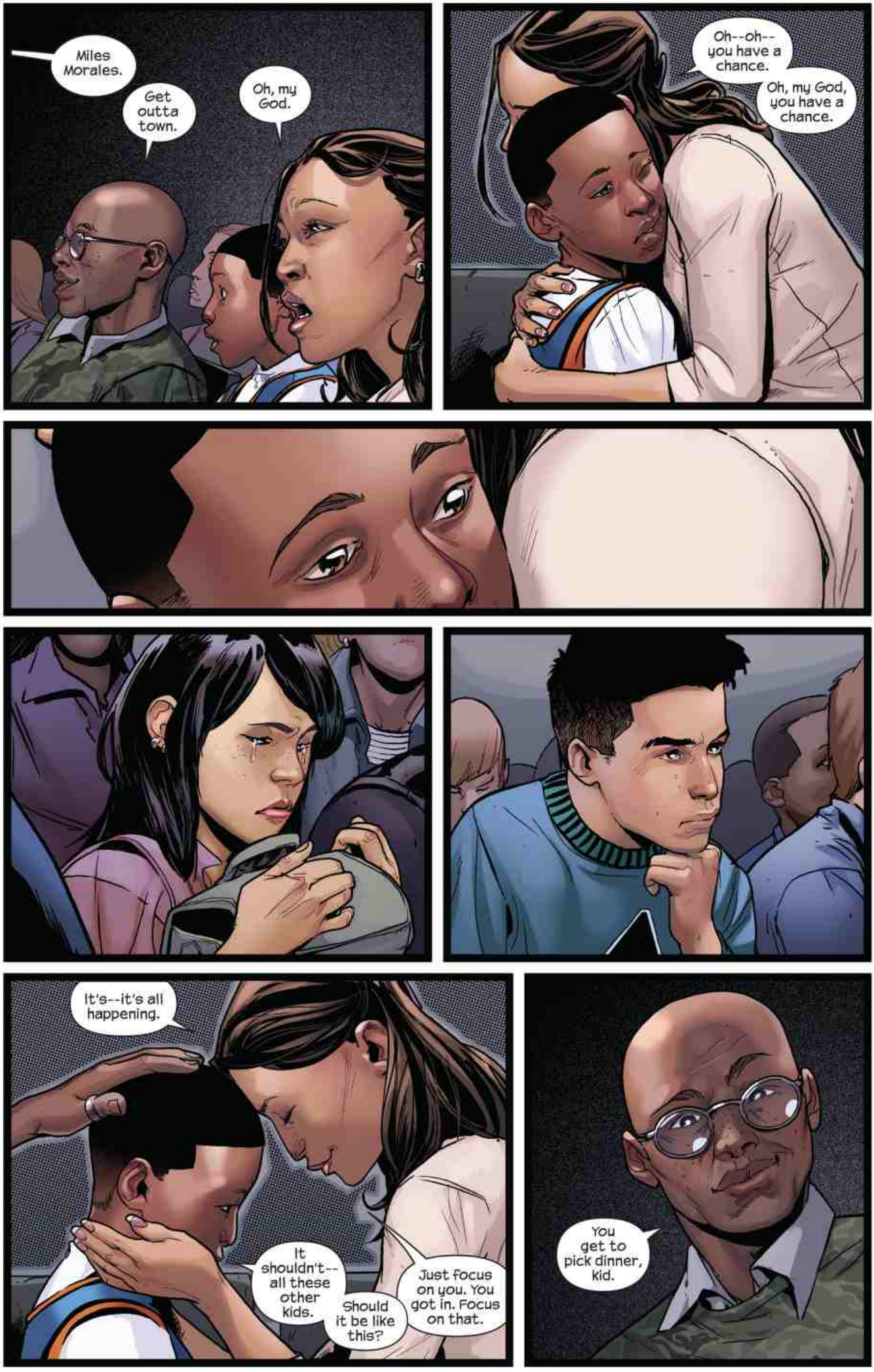
Speculation continues as to why Norman Osborn would break one of the cardinal rules of science by experimenting on himself. Sources close to Norman say that certain pressures to create a workable version of his experimental "super-soldier" formula led him to use the formula on himself.



DIGITAL LOCK
OVERRIDE
1 2 3
4 5 6

Brooklyn, New York
This is a circus.
Stay focused, honey.
I am all focused.
It's just a damn circus.
You're making Miles nervous.
I'm fine.
Miles, baby, no matter what happens today... this is not a reflection on you.
I know.
This has nothing to do with you as a person.
There are only 40-some spots available in this charter school and there are, what? 700 applicants from our neighborhood.
I know.
You just need to stop and think about that.
It's just-- This is a lottery.
I know what a lottery is.
But it has nothing to do with you.
Please make this stop, Dad.
How long have you lived in our house?
Since birth.
And have I ever been able to make this stop?
I thought just this once.
Let's just get this foolishness over with.


There are only three seats left to the Brooklyn Visions Academy.
Please, if everyone could stay seated, we would get through this quicker.
The next name is Katie Hague.
Katie Hague.
Can we go now?
Stop it.
The world's gone insane.
Yes!! Oh God!! YES!!
Oh God!!
Andy London.
Insane.
Waste of a day.
Please stop.
42


Miles Morales.
Get outta town.
Oh, my God.
Oh--oh-- you have a chance.
Oh, my God, you have a chance.
It's--it's all happening.
It shouldn't-- all these other kids.
Should it be like this?
Just focus on you. You got in. Focus on that.
You get to pick dinner, kid.

KNOCK KNOCK
Uncle Aaron, it's Miles!!
Uh, hold on!
There he is.
My man.
Hey, Uncle Aaron.
Get in here, boy.
How's your mom?
She's happy today.
Why's that?
I got into that charter school.
That's-- that's damn good news.
I didn't do anything, though. It was just a lottery.
No, no... you got your ticket out of this cesspool.
You play your cards right, you make your own way. Your dad and me didn't have a chance in that school we went to.
You did okay.
Listen to me...

We had to fight.
Boys shouldn't have to fight the way we had to.
You shouldn't have to see half the stuff we did.
You--you learn. You study.
And you make the world the way you want it to be, not the way it is.
You make it.
Don't let people make it for you.
This is a good thing. This--this calls for popsicles.
Yeah.
Right?
Your daddy gonna be able to pay for it?
I don't know, I guess.
Wish he'd let me help.
We'll be okay.
"Okay."
If it starts to fall apart, you tell me. Don't tell your mom to tell me.
You come here and tell me.
She ain't gonna take your money.
We'll worry about that another day.
She doesn't even like me coming here.
What's this?
Oh hey no. That is something else--that is something for work.
What is it?
Don't worry about it. You thirsty?

AGH!
What the--?!!
CRASH!

What the hell happened? What the hell??

What-- hey--what happened?

Miles!
Miles??

Oh thank God! Are you okay?
What happened?
You fainted is what happened! I had to call your--
What the hell did you do!!
--father.
Are you okay?
Yeah, Dad. I just
What did he do to you?
What? No. I got bit by, like, a spider.
What did you give him?
What did you give him?
What??
A popsicle.
What the hell kind of guy you think I am??
I have no damn idea what kind of guy you are.
Dad, stop it.

What are you even doing over *here*, Miles.
I'm sorry.
I should call the police!!
He comes over to hang out every once in a while.
I specifically told you to stay away from my family--
You keep squeezing him this tight he will slip through your fingers.
I don't need life lessons from you.
Well obviously he thinks he does.
He doesn't know you the way I know you.
You're right.
He knows me a whole lot better.
You keep away from my son.
Or what?
You keep away from that boy.
I'm not going to have you screw him up like you do everything else you t--
19
I believe he just ran away.

Miles??

MILES!!
100a

Dad,
I'm right--
oh, no.

Whoa.
To Be Continued...

BREAKING NEWS: MILES MORALES IS SPIDER-MAN!

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Greetings Ultimate fans. Editor Mark Paniccia here to proudly welcome you to the very first issue of ULTIMATE COMICS SPIDER-MAN. The news of Miles Morales as the new Ultimate Spider-Man continues to spread like wildfire across every media outlet from around the globe! We at Marvel got barraged with letters from our readers and fans and even people who've never picked up a comic in their life...letters of excitement, encouragement, disapproval, anger and happiness.

Here is a sampling of that world-wide feedback, unedited and without comment:

Hey Spidey HQ,

I was so excited at the revelation of the new Ultimate Spider-Man. I am looking forward to the new direction that Miles Morales brings the Spidey family. Although I will miss Peter, I like the idea of having another person take the mantle of Web-head. I just wanted to show my appreciation for the new character change and I will be one of many to purchase the new Ultimate Comics: Spider-Man coming out in September.

Sincerely,
Rajon Hudson

Dear Ultimate Office in Marvel:

I would like to say I am a huge fan ever since I saw my first Amazing Spider-Man comic and since then I have been hooked. It hurt me when you killed Peter Parker for he was the original Spider-Man and he still is. Even though this new Spider-Man will have the powers he will not have the character of Spider-Man. When you created Spider-Man it didn't instantly become popular but in time people started loving him and so I saw something that to me is uncanny. Peter is alive and I don't mean in the comics but I mean in our world. When you created Peter he came alive, not in flesh and blood but in soul and heart for millions of kids, grown-ups and you amazing people in Marvel keep him in your heart. So when you killed Peter you just killed a part of millions of people who loved him. In your comics you made Peter so lifelike that he seemed real and that is why people love him. Not to sound corny but you should listen to Stan Lee's saying: "With great power comes great responsibility." You had the power over death and life for every character in the Ultimate Universe and you killed the purest of them all. In the end I leave you with a question: Why Peter? You could have killed any other hero but you killed Peter. I know its money in question but sometimes some things are more important than money and prosperity. You may have a new Spider-Man but he will never be able to be Peter Parker. In this you didn't just betray the fans but you betrayed your own character.

From Croatia
Your huge and disappointed fan,
Karlo Zadvarec

Just wanted to let you know that I am in full support of the current changes going on with the Ultimate Spider-Man title. To tell you the truth, I actually stopped reading the book some time ago, but these changes that you've undertaken have drawn me back in.

As a young Hispanic male who grew up reading comics, I always related to Peter Parker the most, despite the idea that he was a white kid from Queens, New York. But I always imagined a day when I could be the kid under the mask. And now, today's generation of young readers will get to live in a world where ANYONE can be Spider-Man. This is when the "House of Ideas" really does live up to its name.

Thank you for that and all that you do.

Sincerely,
Elliott Ruben Serrano

Dear Marvel,

I am wholeheartedly against the decision to replace Ultimate Peter Parker with an African American/Hispanic person. I am extremely disappointed and offended that you killed off one of your greatest characters of all time for the sole reason of diversity. It not only pushes many readers away, but is a complete insult to the character Ultimate Peter Parker himself. You had so many characters to choose from and there is absolutely no justification for this drastic change. I will definitely not keep reading Ultimate Spider-Man and feel that I wasted my hard earned money on Ultimate Comics: Fallout #4.

Your valued reader,
Jimmy Champane

Sorry, replacing Peter Parker as Spider-Man makes about as much sense as replacing Superman. Too iconic of a character and it can't be done. I have nothing against the character in his own right, but IMHO you should have given him his own costume, his own name, his own story, not stolen Peter Parker's identity to give him one. It's poor end for Parker, one he doesn't deserve. I've been reading Spidey for most of my life, and I am not a kid anymore.

But I won't be reading Spidey anymore, in any incarnation now, sorry. What you guys did to him and MJ was bad enough. Like the fools over at DC who want to recreate Superman sans Lois it's just not going to fly. There are a lot of comic characters you can pass the torch with. Not Peter Parker. Not ever. Boneheaded decisions like this are why people who love certain comics stop reading them. Nuff said...

Mag

To SpideyOffice:

What the H*LL did you guys do to Spider-Man?!?! Who is coming up with these ideas and storylines?? Really?!?! You have successfully pushed me over to DC full time!! I grew thoroughly enjoying the great Marvel comics...but now...I don't know... things are not in balance in the universe, Marvel or otherwise. Unless Peter Parker comes back in the old Red & Blue I will never ever touch another Marvel comic!!

A formally happy Marvel true believer!!

Douglas Maxfield

Some readers like Douglas told us they'd give Miles a chance and we want to say thanks. We also want to welcome all the new readers who have come aboard with this first issue and discovered the magic of comics! We sincerely hope you've all enjoyed it. See you next issue and please keep your e-mails and letters coming.

You can reach us at ULTIMATEOFFICE@MARVEL.COM.

Don't forget to mark your e-mails OK TO PRINT. Thanks!

DOWNLOAD A QR READER TO YOUR SMARTPHONE FOR INSTANT ACCESS TO SARA PICHELLI DRAWING ULTIMATE COMICS SPIDER-MAN!

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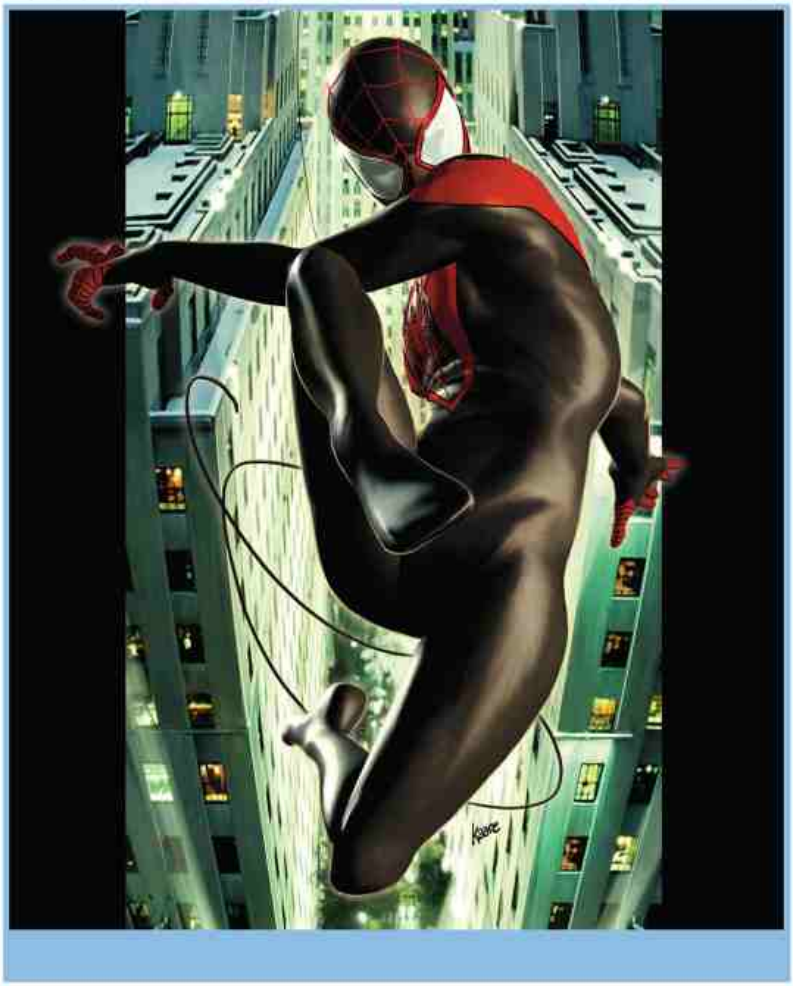
ULTIMATE COMICS

SPIDER-MAN

NEXT ISSUE: WHO IS MILES MORALES?



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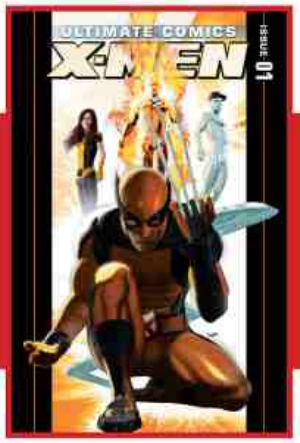
Special Thanks to **VC's Chris Eliopoulos** and **Joe Sabino**

THE ALL-NEW ULTIMATE COMICS ON SALE NOW!



ULTIMATE COMICS
ALL-NEW SPIDER-MAN #2
Available September 2011 on the Marvel Comics App
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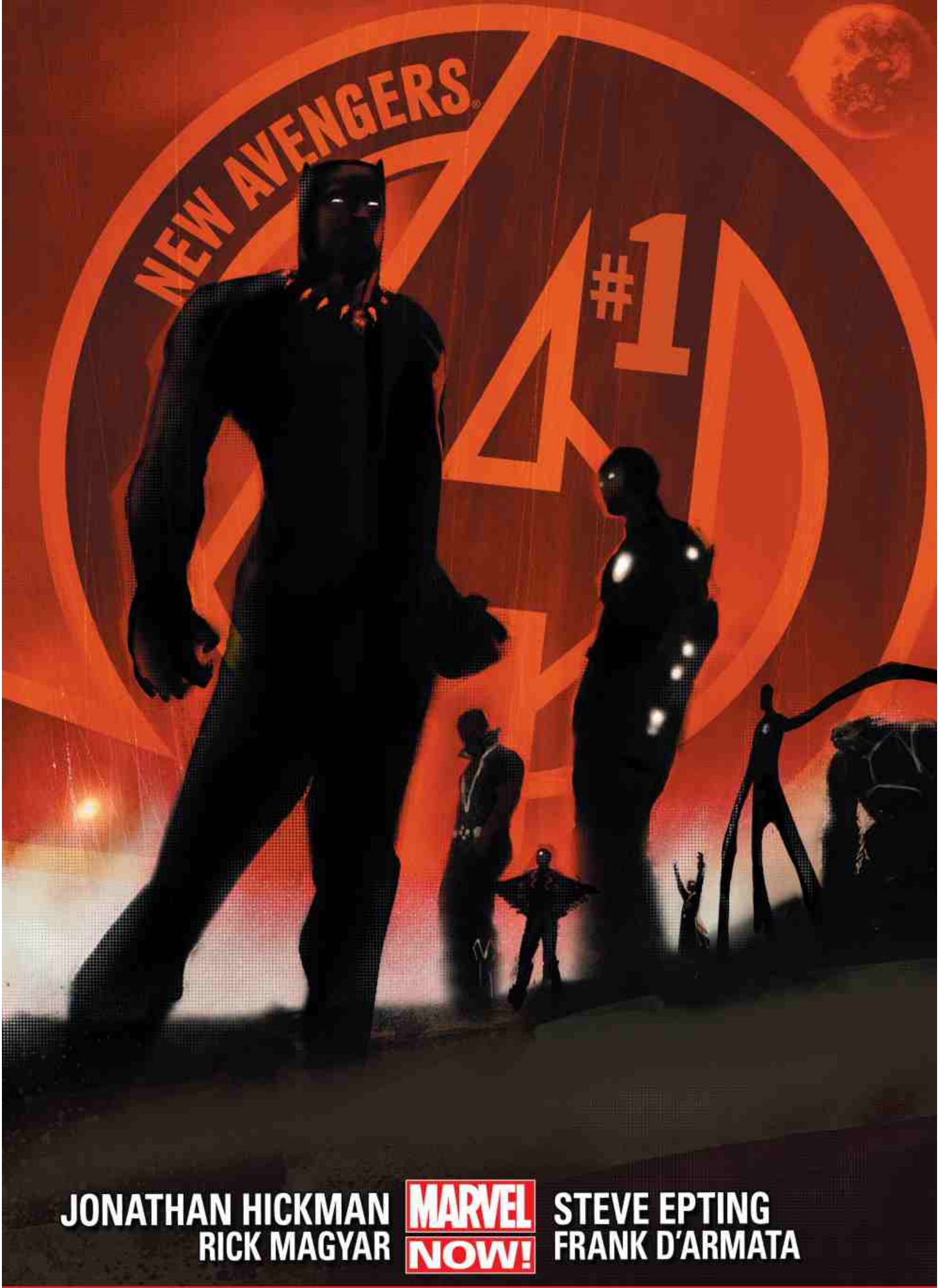

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001

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PREVIOUSLY IN NEW AVENGERS

MEMENTO MORI

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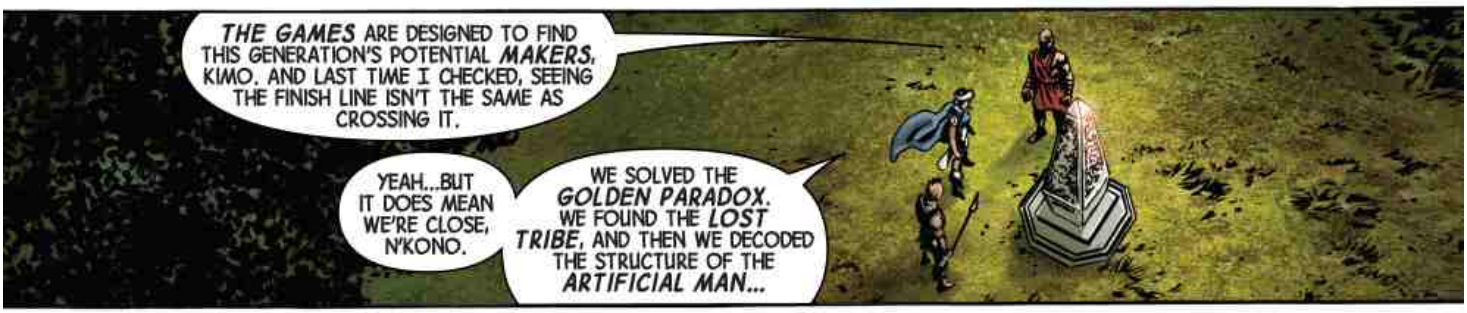
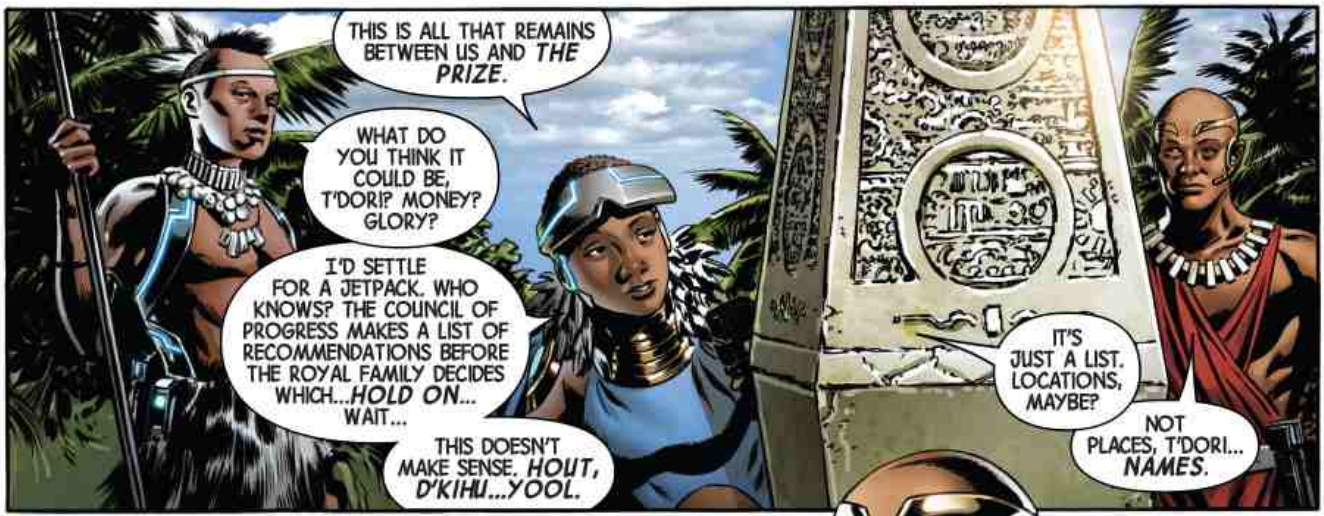
NOW.
EVERYTHING DIES.
YOU. ME. EVERYONE ON THIS PLANET.
OUR SUN. OUR GALAXY. AND, EVENTUALLY, THE UNIVERSE ITSELF.
THIS IS SIMPLY HOW THINGS ARE.
IT'S INEVITABLE...
AND I ACCEPT IT.

WAKANDA.
26 HOURS AGO.

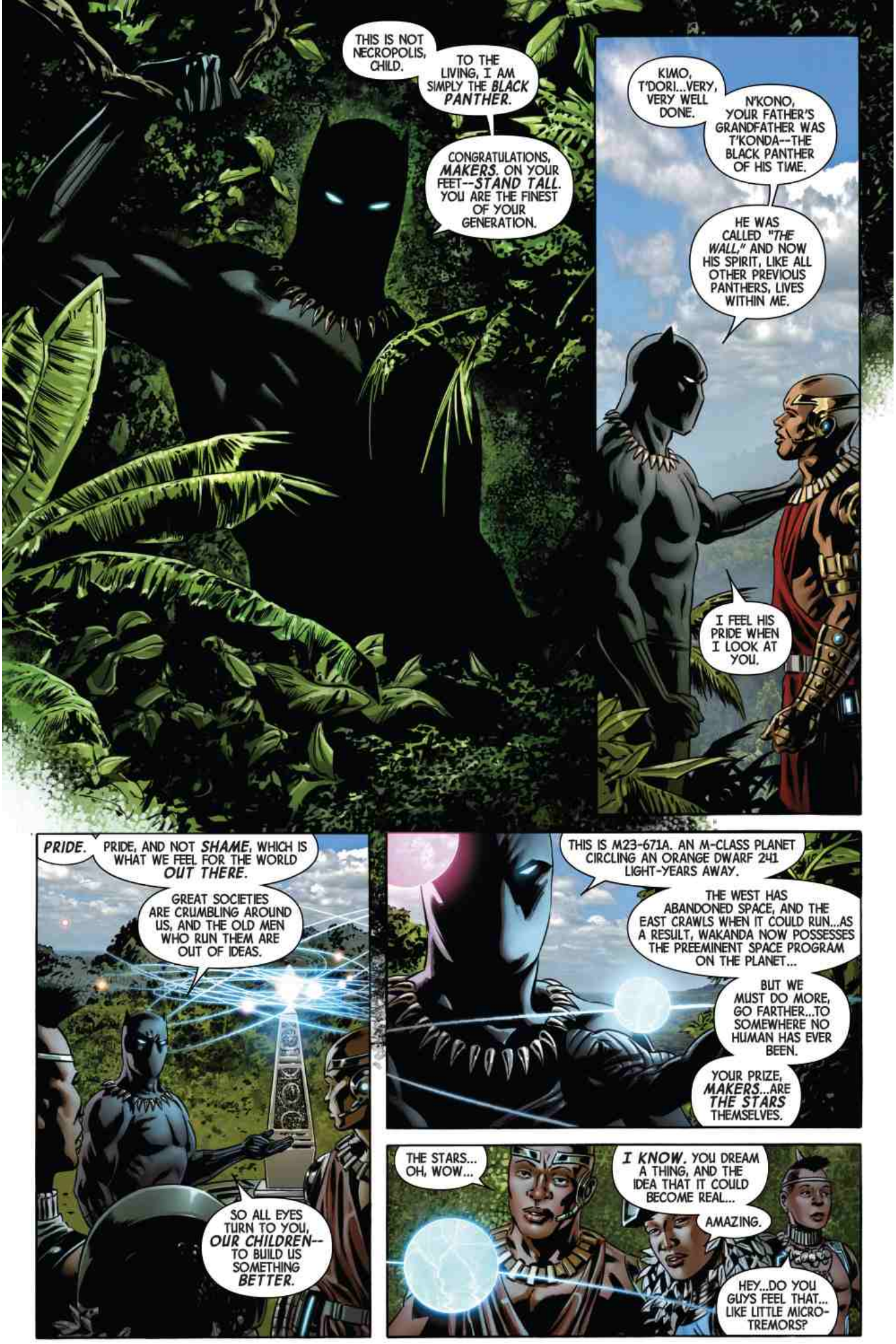
THERE IT IS.
I TOLD YOU WE'D BE FIRST.


THE GAMES ARE DESIGNED TO FIND THIS GENERATION'S POTENTIAL MAKERS, KIMO. AND LAST TIME I CHECKED, SEEING THE FINISH LINE ISN'T THE SAME AS CROSSING IT.
YEAH...BUT IT DOES MEAN WE'RE CLOSE, N'KONO.
WE SOLVED THE GOLDEN PARADOX. WE FOUND THE LOST TRIBE, AND THEN WE DECODED THE STRUCTURE OF THE ARTIFICIAL MAN...


THIS IS ALL THAT REMAINS BETWEEN US AND THE PRIZE.
WHAT DO YOU THINK IT COULD BE, T'DORI? MONEY? GLORY?
I'D SETTLE FOR A JETPACK. WHO KNOWS? THE COUNCIL OF PROGRESS MAKES A LIST OF RECOMMENDATIONS BEFORE THE ROYAL FAMILY DECIDES WHICH...HOLD ON... WAIT...
THIS DOESN'T MAKE SENSE. HOUT, D'KIHU...YOOL.
IT'S JUST A LIST. LOCATIONS, MAYBE?
NOT PLACES, T'DORI... NAMES.

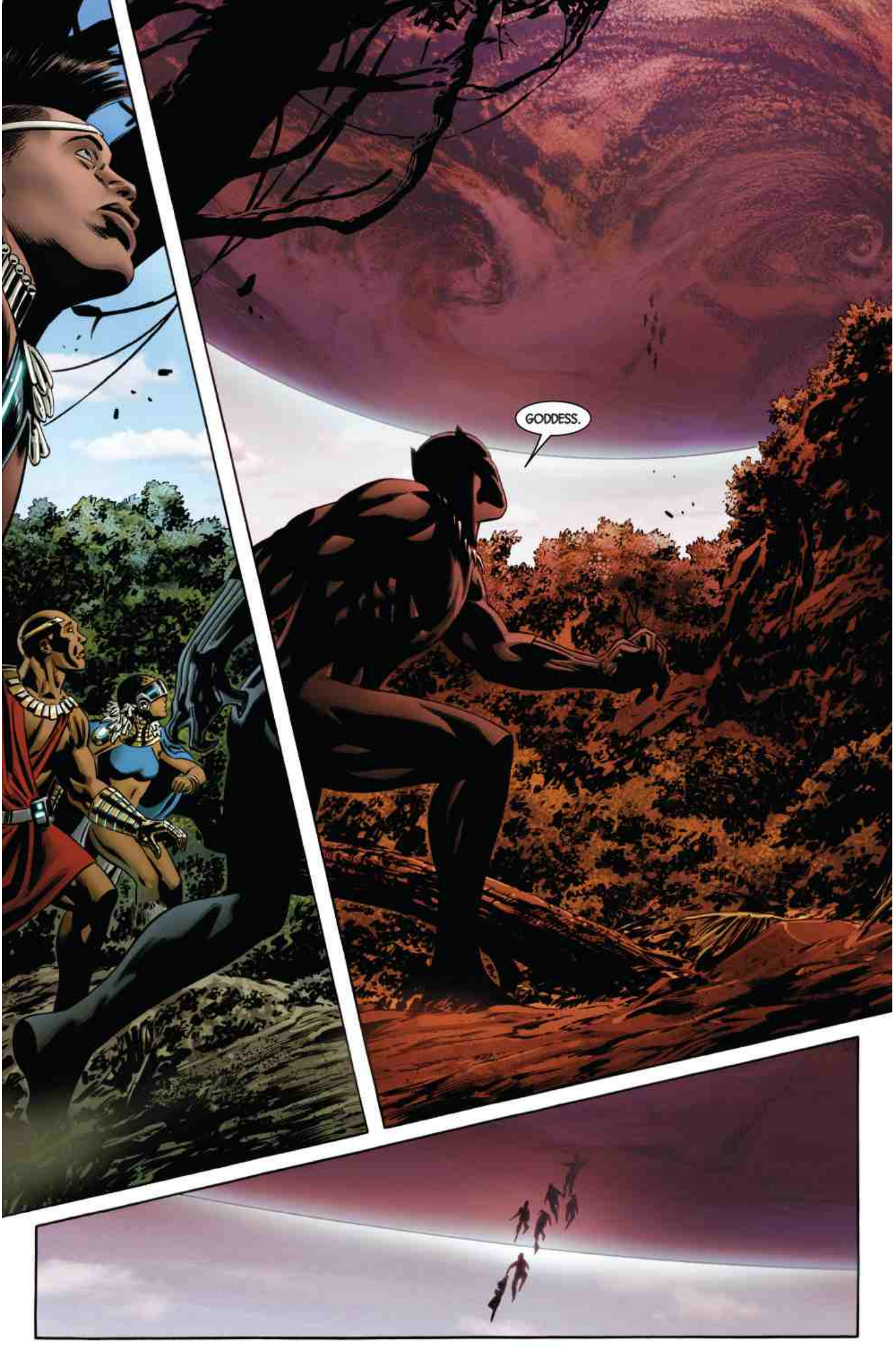
A VERY SPECIFIC LIST OF GRIOT BARDS--THEY FORMULATED THE EXISTENCE OF THE SUNDIATA CODE. A HIDDEN CIPHER WITHIN THE REGION'S ORAL HISTORY.
IT'S A THEORY ABOUT TRADITION. OF EXACTLY HOW WAKANDAN EXCELLENCE HAS BEEN PASSED DOWN THROUGH THE GENERATIONS. PASSED DOWN THROUGH BLOOD.
AH. I SEE...
BLOOD.

SO WE REMEMBER WHERE WE CAME FROM...
...ON THE WAY TO WHERE WE'RE GOING.
FSHHTT!
HUH!
STELLAR CARTOGRAPHY-- A MAP OF OUR SOLAR SYSTEM.
COUNT, KIMO...TWELVE PLANETS.
IT'S NOT OURS.
BUT IT IS WHERE YOU ARE HEADED.
MY KING!


THIS IS NOT NECROPOLIS, CHILD.
TO THE LIVING, I AM SIMPLY THE BLACK PANTHER.
CONGRATULATIONS, MAKERS. ON YOUR FEET--STAND TALL. YOU ARE THE FINEST OF YOUR GENERATION.
KIMO, T'DORI...VERY, VERY WELL DONE.
N'KONO, YOUR FATHER'S GRANDFATHER WAS T'KONDA--THE BLACK PANTHER OF HIS TIME.
HE WAS CALLED "THE WALL," AND NOW HIS SPIRIT, LIKE ALL OTHER PREVIOUS PANTHERS, LIVES WITHIN ME.
I FEEL HIS PRIDE WHEN I LOOK AT YOU.
PRIDE.
PRIDE, AND NOT SHAME, WHICH IS WHAT WE FEEL FOR THE WORLD OUT THERE.
GREAT SOCIETIES ARE CRUMBLING AROUND US, AND THE OLD MEN WHO RUN THEM ARE OUT OF IDEAS.
SO ALL EYES TURN TO YOU, OUR CHILDREN--TO BUILD US SOMETHING BETTER.
THIS IS M23-671A. AN M-CLASS PLANET CIRCLING AN ORANGE DWARF 241 LIGHT-YEARS AWAY.
THE WEST HAS ABANDONED SPACE, AND THE EAST CRAWLS WHEN IT COULD RUN...AS A RESULT, WAKANDA NOW POSSESSES THE PREEMINENT SPACE PROGRAM ON THE PLANET...
BUT WE MUST DO MORE, GO FARTHER...TO SOMEWHERE NO HUMAN HAS EVER BEEN.
YOUR PRIZE, MAKERS...ARE THE STARS THEMSELVES.
THE STARS... OH, WOW...
I KNOW. YOU DREAM A THING, AND THE IDEA THAT IT COULD BECOME REAL...
AMAZING.
HEY...DO YOU GUYS FEEL THAT... LIKE LITTLE MICRO-TREMORS?

HRMPH. I'M NOT SEEING ANYTHING.
NO. HE'S RIGHT...I CAN FEEL IT NOW.
SOMETHING'S COMING THIS WAY.
RUMBLLLLEEEE!
LOOK OUT!

WOOF. SOMETHING REALLY SPOOKED HIM.
DID YOU SEE THAT? IT WAS LIKE--
YES. I SAW IT.
STAY HERE.


GODDESS.

KI WASSURU.
SHARUR?
NURU UL SHARUR.
DAMIQ.
HE SAID TO STAY ON THE OTHER SIDE.
IT'S JUST A LOOK, N'KONO. WHERE'S YOUR SPIRIT OF--
QUIET.

NADANU.

HHRRMMMMM!

UH. DID ANYONE NOTICE THAT THERE'S A GIANT PLANET HANGING IN THE SKY?
THEY CAME FROM THERE.
WHAT DO YOU THINK THEY'RE DOING HERE?

WHY DON'T WE ASK?
NO! KIMO... WAIT!
CAN'T DO IT, T'DORI--DUTY CALLS...

BESIDES, WHAT KIND OF FUTURE ASTRONAUT-EXPLORER IS AFRAID OF A LITTLE FIRST CONTACT?

HELLO!
WELCOME TO WAKANDA!
KIMO! STOP!
HELLO!

SUHARRURU!
WHAT IS THAT SHE'S SPEAKING? IT'S OLD--IS THAT AKKADIAN?
OLDER.
HIGH SUMERIAN.
AND YOU SPEAK ENGLISH.
...SO IT'S ONE OF THOSE EARTHS.
YOU CAN UNDERSTAND ME?
YES.
THE WORLD IN THE SKY, IS THIS--WHATEVER THIS IS...IT'S YOUR DOING?
MY DOING?
YES, I AM A BLACK SWAN--BUT NO MAN OR WOMAN CAN SUMMON AN INCURSION.
WE SIMPLY LIVE WITH THE LOSS AND GIVE THE GREAT DESTROYER HIS DUE.
RABUM ALAL... HE IS IMPATIENT AND HIS APPETITE ENDLESS.
THAT DOESN'T MEAN ANYTHING.
OH...IT MEANS EVERYTHING.
TELL ME...IF I TOLD YOU I CAME HERE TO KILL A WORLD, WOULD YOU TRY TO STOP ME?
I WOULD DO MORE THAN TRY.

OF COURSE, ANA SIMTUM ALAKU.
KILL THEM.

AARGGHH!

NOOOOOO!

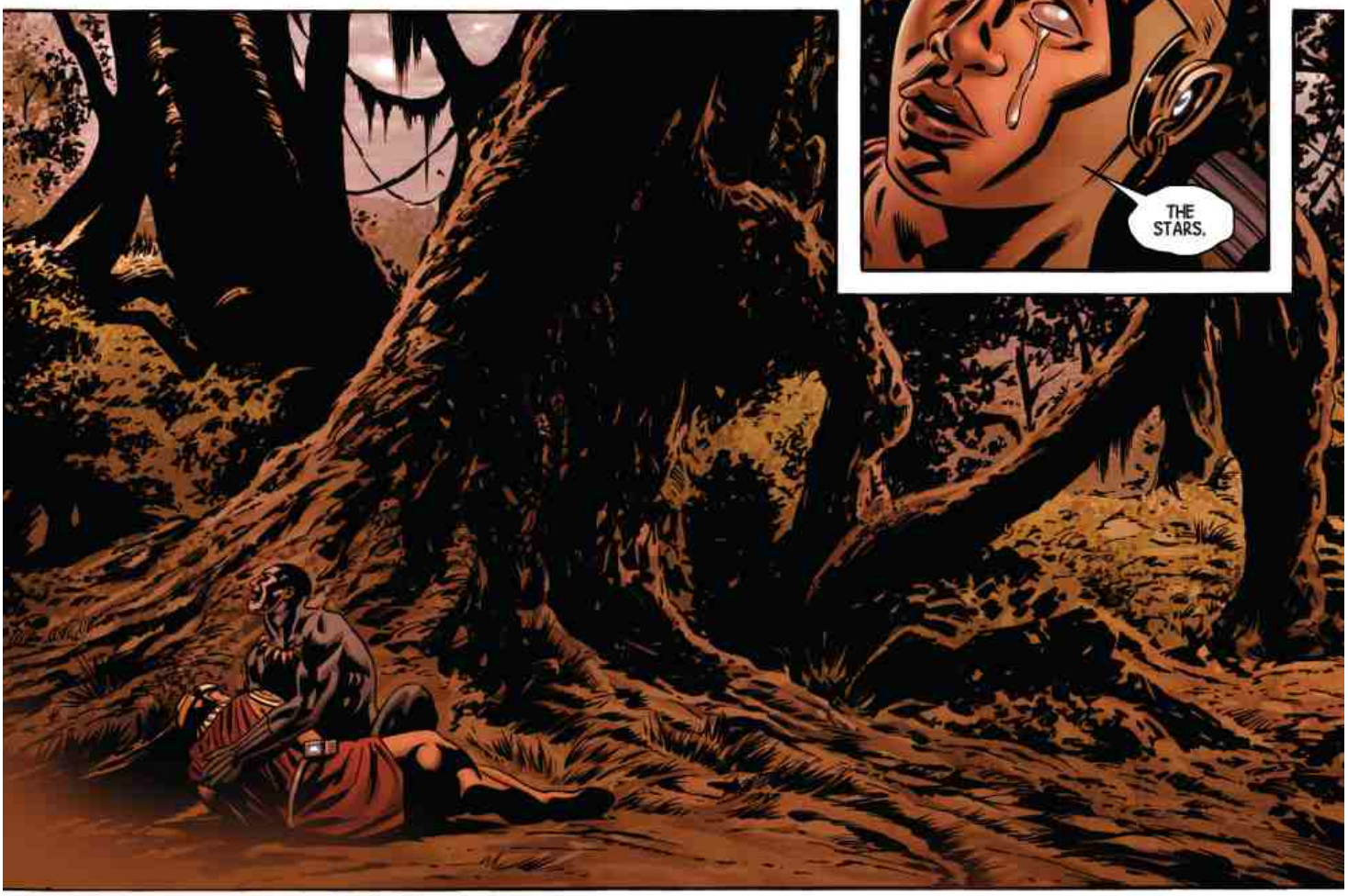
THWOP!
BRRRRRR!
THWOP!

‹THERE! THEY ARE HEADED BACK INTO THE JUNGLE!›
‹DO NOT LET THEM REACH THE INCURSION WALL.›
THWOP!
‹SWITCH TO THERMAL.›
SOMETHING IS WRONG.
I SHOULD'VE BEEN ABLE TO JUMP US ALL THE WAY BACK TO THE ROYAL CITY. WHATEVER THIS PLACE IS, IT INTERFERES WITH LOCALIZED SPACE-TIME.
GOOD. I DON'T WANT TO LEAVE.
KIMO...T'DORI...THEY KILLED MY BROTHER, MY SISTER. WE MUST GO BACK AND MAKE THEM PAY.
NO. THINK, N'KONO. THIS COULD...
YOU WILL RETURN AND INFORM THE CITY... UNDERSTAND?
OUR PEOPLE HAVE ALREADY LOST TOO MUCH TODAY...I WOULD NOT FORFEIT OUR ENTIRE FUTURE.
...IT SEEMED LIKE SUCH A PERFECT DAY.

AAIIEEEEEEE!
FWOOSSHH
NO!

MY KING...
I HAVE YOU, N'KONO.
I'M HERE.
MY KING...
I SEE...
I SEE...
YES? WHAT DO YOU SEE, N'KONO?
TELL ME WHAT YOU SEE?

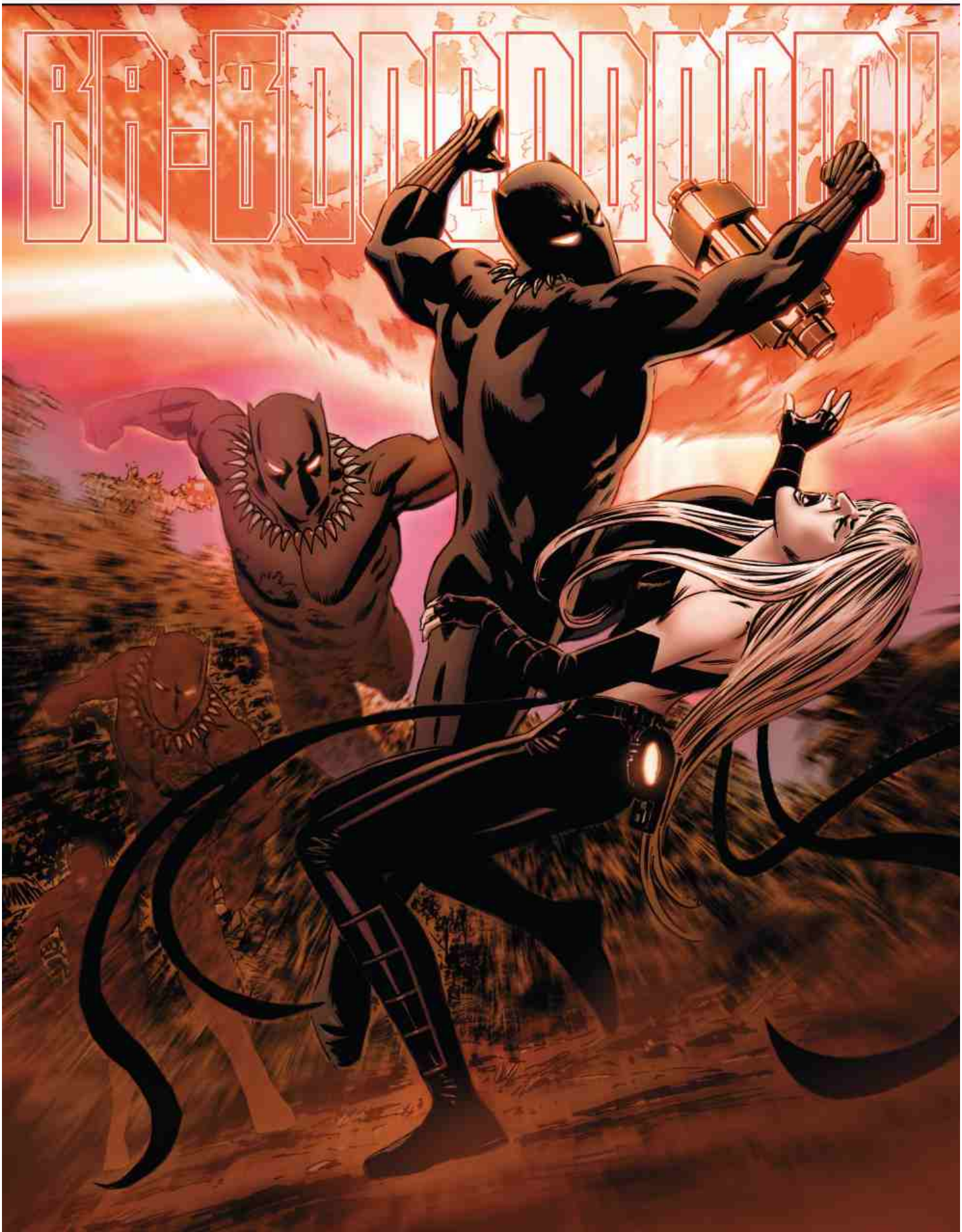
I SEE THEM...MY KING. I SEE...
I SEE...
THE STARS.

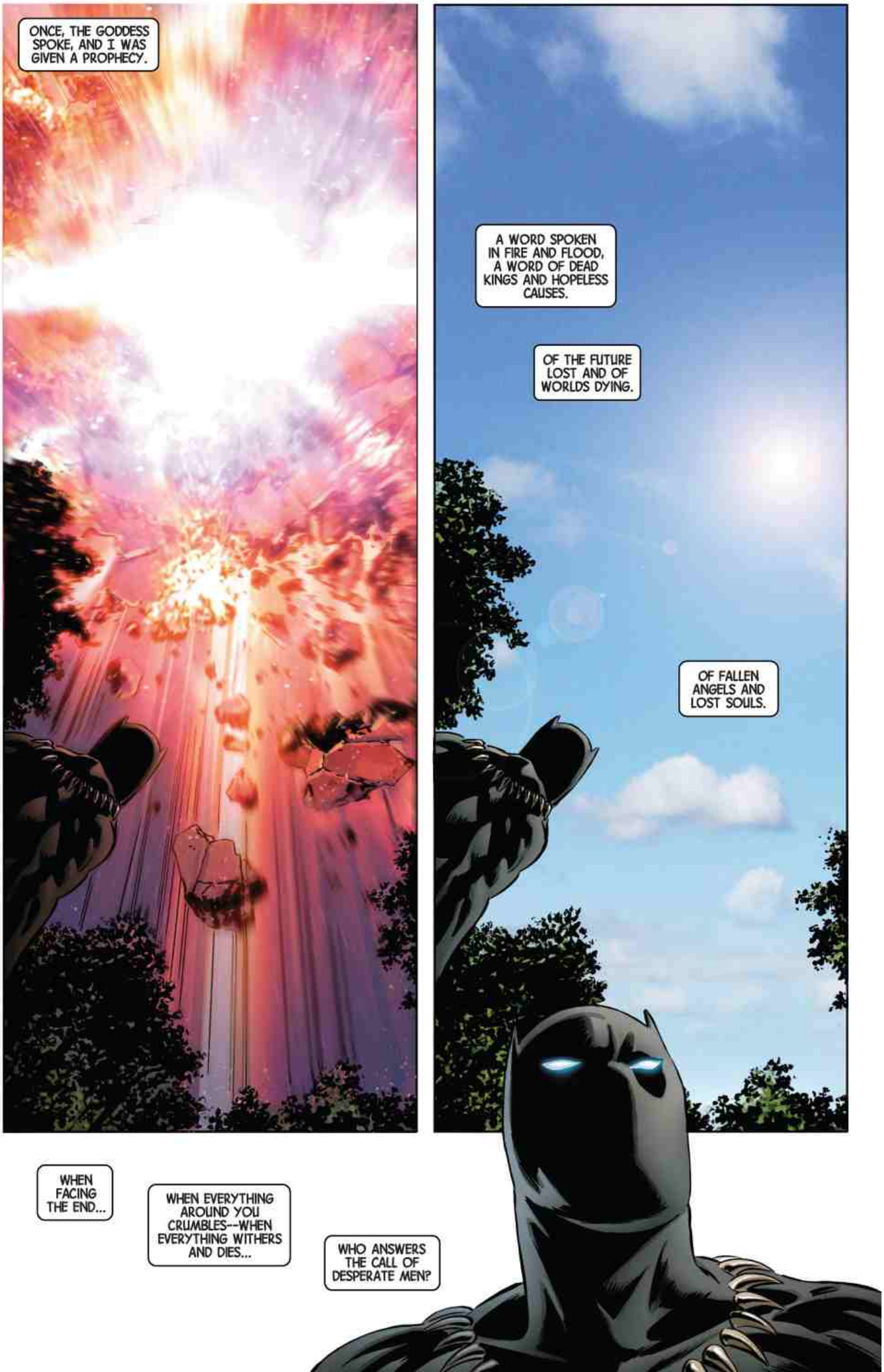


‹DO YOU HAVE IT?›
‹YES. AS AGREED.›
‹GOOD. THEN GIVE IT TO ME... UNLESS YOU WANT TO PAY THE OFFERING.›
‹CAN YOU DO THAT, SWEET, SWEET MANIFOLD?›
‹NO.›
‹THEN WHAT GOOD ARE YOU?›
WHAAAAM!

‹SO I ESCAPE ONLY TO BE MURDERED HERE--IN THIS EDEN?›
‹I MADE ALL THIS POSSIBLE!›
‹YOU DON'T HAVE TO DO THIS.›
‹YOU'RE WRONG. THIS IS HOW IT IS.›
‹YOU SAID I WOULD LIVE AND NOT DIE.›
‹I SAID NOTHING OF FOREVER.›
AARGGHHH!
‹THE WHEEL--IT IS RELENTLESS.›
"TELL ME...IF I TOLD YOU I CAME HERE TO KILL A WORLD, WOULD YOU TRY TO STOP ME?"

ANA SIMTIM ALAKU ERSETU!
CLICK!


BA-BOOOOOOOM!


ONCE, THE GODDESS SPOKE, AND I WAS GIVEN A PROPHECY.
A WORD SPOKEN IN FIRE AND FLOOD, A WORD OF DEAD KINGS AND HOPELESS CAUSES.
OF THE FUTURE LOST AND OF WORLDS DYING.
OF FALLEN ANGELS AND LOST SOULS.
WHEN FACING THE END...
WHEN EVERYTHING AROUND YOU CRUMBLES--WHEN EVERYTHING WITHERS AND DIES...
WHO ANSWERS THE CALL OF DESPERATE MEN?

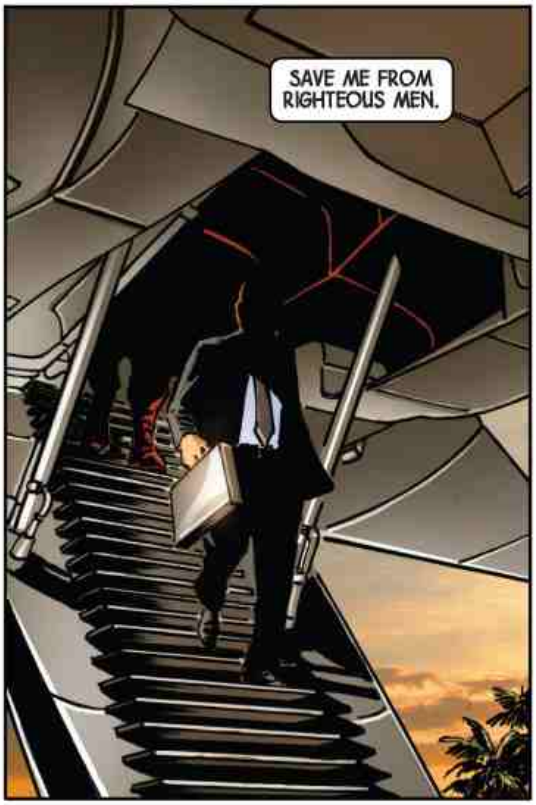
NEW AVENGERS:

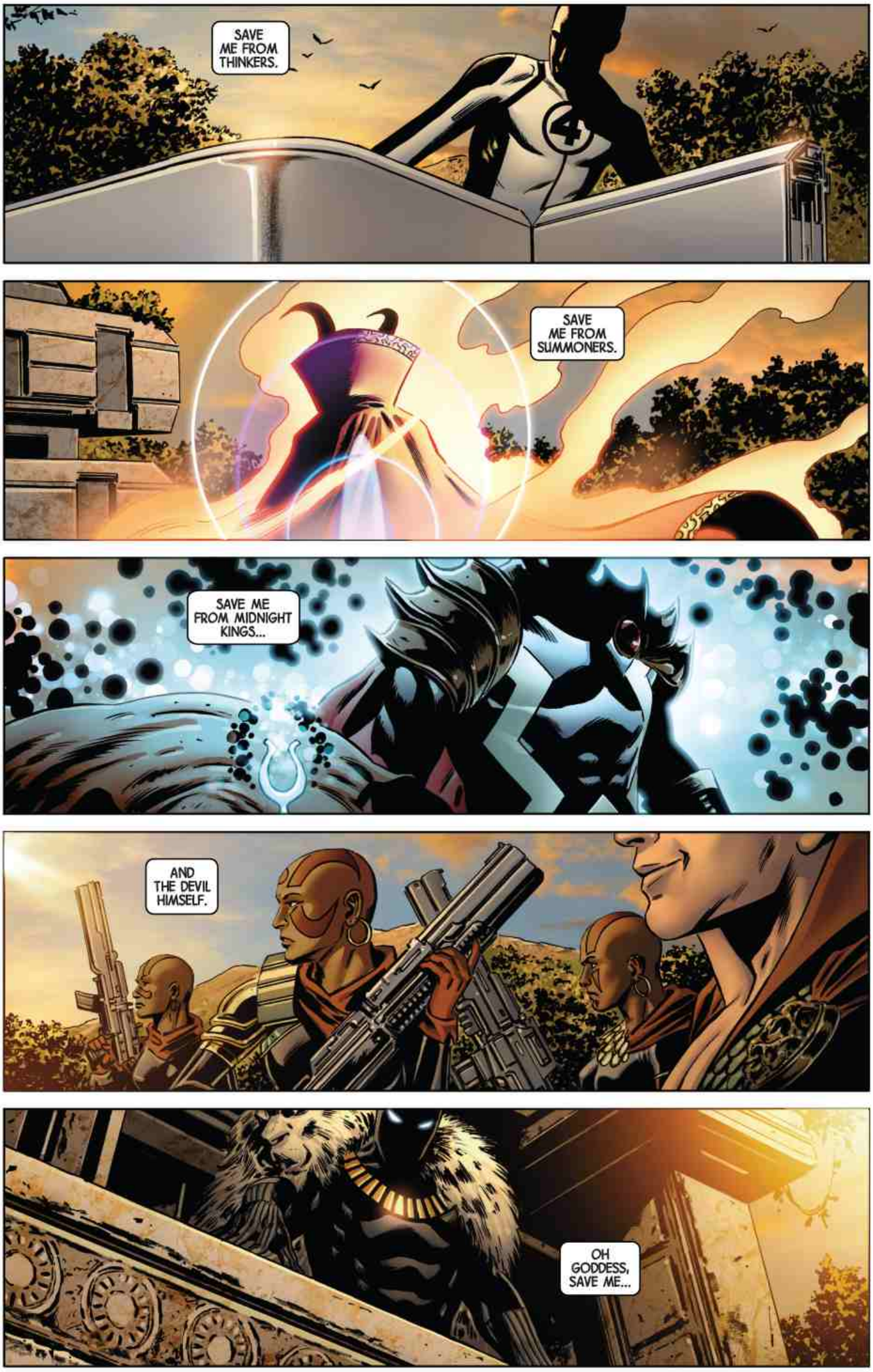
ILLUMINATI

THE NECROPOLIS AT WAKANDA.
THE NEXT DAY.

GODDESS. OH, GODDESS.

SAVE ME FROM WHAT THIS WORLD DEMANDS.


SAVE ME FROM RIGHTEOUS MEN.

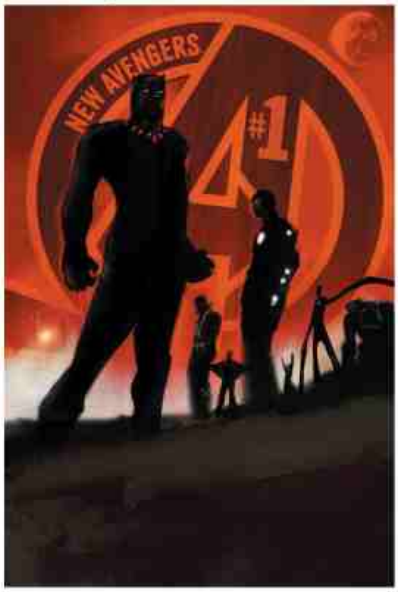

SAVE ME FROM THINKERS.
SAVE ME FROM SUMMONERS.
SAVE ME FROM MIDNIGHT KINGS...
AND THE DEVIL HIMSELF.
OH GODDESS, SAVE ME...

SAVE ME FROM WHAT WE ARE ABOUT TO DO.

THE ASSEMBLY!

YOUR ONE-STOP NEWS SOURCE FOR ALL THINGS AVENGERS!

The hits just keep on coming with no sign of abating, and this month is no exception! The big story for January is the relaunch of **NEW AVENGERS**, now in the hands of scribe Jonathan Hickman and illustrator Steve Epting! Last time these guys got together, they killed the Human Torch and reinvented the Fantastic Four—so you can just imagine what they have in store for the Black Panther and the mysterious, clandestine Illuminati! It's only the end of not just our world, but every world—and it's coming your way twice this month to kick the series off in style!



Also back in the spotlight this month is **YOUNG AVENGERS**, getting its own sparkly new first issue (with an in-demand variant by Scott Pilgrim's Bryan Lee O'Malley!) But this isn't quite the Young Avengers that you know—creators Kieron Gillen, Jamie McKelvie, Mike Norton and Matthew Wilson have mixed in some new faces along with the old! So be on the lookout for Loki, Marvel Boy, and Miss America as well as Hulkling, Wiccan and Hawkeye—in **YOUNG AVENGERS #1**!

One of the best things about being in this business is getting letters like this one!

Dear Marvel,

The first Marvel comic I got was the Avengers. I really liked it so I started getting more. I love to draw the Marvel super heroes and they've inspired me to make my own super hero team. For this drawing, I decided to make the faces out of plasticine for a more 3-D effect. I hope you like it. Thank you.

Sincerely,
Humphrey Hamma
Portland, OR

Brilliant work, Humphrey! Thanks for sharing it with us!

We're sorry if it seems like we're beating a dead horse, but we're just so knocked out by the response to the letter we printed a few months ago from Elizabeth Snee about her injured husband that we feel like we just have to share the good vibes with everyone! Among those that offered to send care packages of comics were Scott Randel, Zac Sutton, Stephen Davidson, Rachel Ward, Joan M. McHugh, Derek Callow, Joe Gentile, Santana Arjune, John Voulieris, Michael P. Falcone, and Borja Alcaraz, heroes all! Know that they have been awarded the Imperial Crest of No-Prizedom for their gallant efforts on behalf of our injured comrade, with our thanks!

NEXT ISSUE:

ILLUMINATI ∞

AVENGERS TITLES ON SALE

UNCANNY AVENGERS #4
FINAL CONFLICT WITH THE RED SKULL'S S-MEN! AND, OH, THAT LAST PAGE!

AVENGERS ASSEMBLE #11
IT'S ALL FUN AND GAMES UNTIL SOMEBODY LOSES AN IRON MAN!

AVENGERS ASSEMBLE ANNUAL #1
THE VISION MUST MAKE A DRAMATIC CHOICE ABOUT HIS FUTURE!

AVENGERS #3
SHOWDOWN ON MARS! FEATURING EVERYBODY!

AVENGERS #4
ADAM KUBERT ILLUSTRATES AS THE SECRETS OF HYPERION ARE REVEALED!

NEW AVENGERS #1
THE RETURN OF THE ILLUMINATI!

NEW AVENGERS #2
ARE THE INFINITY GEMS THE ONLY THING THAT CAN SAVE THE EARTH?

SECRET AVENGERS #36
VENOM AND VALKYRIE INVADE THE CORE!

SECRET AVENGERS #37
FINAL ISSUE! IS DEATH THE ONLY WAY TO STOP FATHER'S DESCENDANTS?

AVENGERS ARENA #3
X-23 VS. ANNIHILATION'S CAMMI! PLUS: A BIG CHANGE FOR DARKHAWK!

YOUNG AVENGERS #1
THEY'RE BACK—BECAUSE SOMEONE HAS TO SAVE THE WORLD!

DARK AVENGERS #185
AT WAR WITH THE DEADLY DOCTOR STRANGE!

DARK AVENGERS #186
THE RETURN OF THE U.S.AGENT!

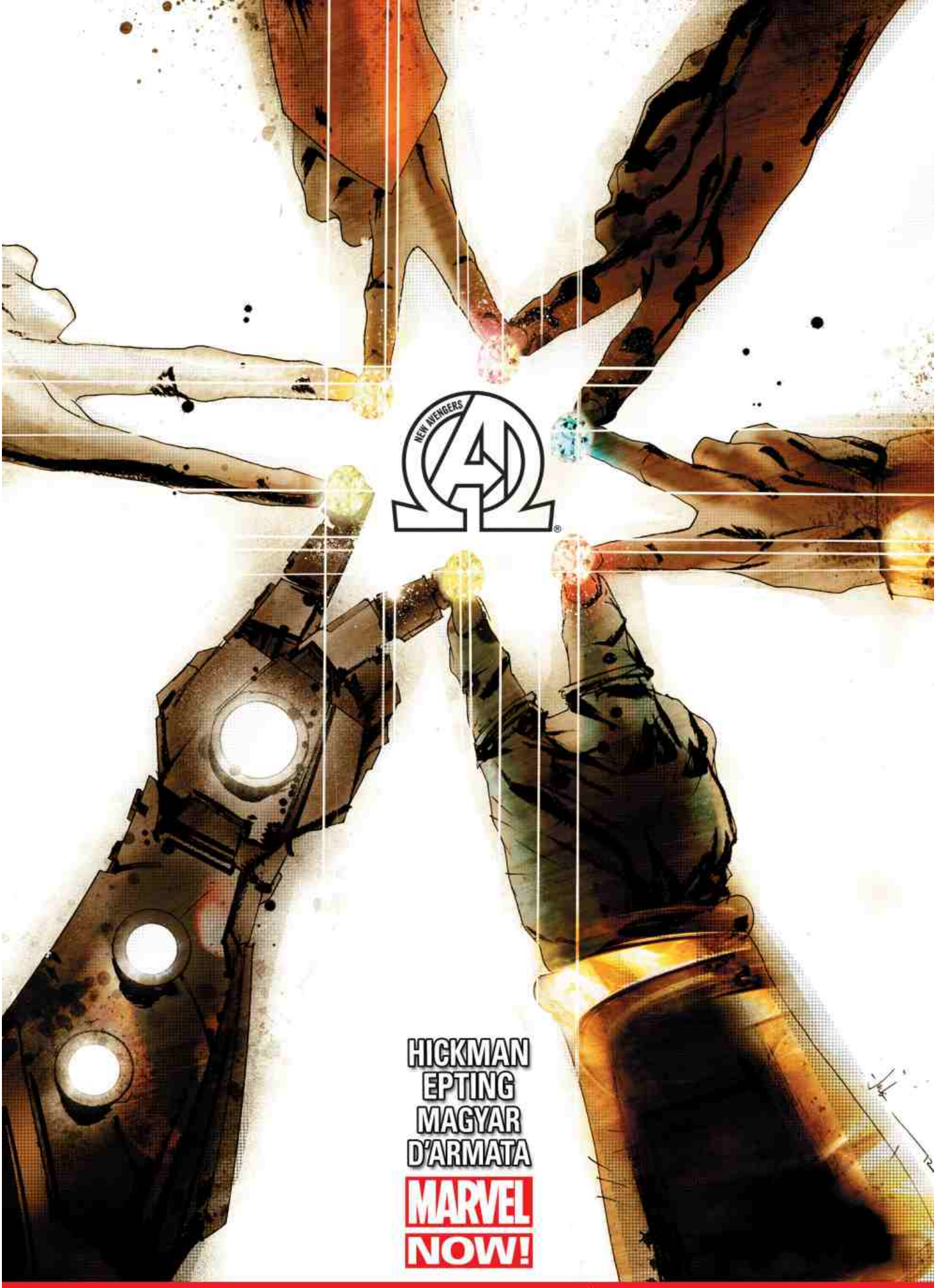
A + X #4
BEAST AND SPIDER-MAN FIND THEMSELVES IN A POST-APOCALYPTIC FUTURE, WHILE CAPTAIN AMERICA SPENDS SOME QUALITY TIME WITH QUENTIN QUIRE!

ALSO ON SALE!

MARVEL UNIVERSE vs THE AVENGERS #4

MARVEL UNIVERSE AVENGERS: EARTH'S MIGHTIEST HEROES #10

AVENGERS ASSEMBLE! E-MAIL US AT: **MHEROES@MARVEL.COM.** PLEASE MARK ALL E-MAILS **"OKAY TO PRINT"**



HICKMAN
EPTING
MAGYAR
D'ARMATA

MARVEL NOW!

JOIN THE REVOLUTION

002

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PREVIOUSLY IN NEW AVENGERS

"IN SECRET, THEY RULE"

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INKERS: RICK MAGYAR with STEVE EPTING
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MEMENTO MORI

THE ILLUMINATI

– HOLDERS OF THE INFINITY GEMS –

BLACK BOLT
Celestial Messiah

NAMOR
Imperius Rex
(THE POWER GEM)

REED RICHARDS
Universal Builder
(THE REALITY GEM)

IRON MAN
Master of Machines
(THE SPACE GEM)

CAPTAIN AMERICA
Hero of Legend
(THE TIME GEM)

DOCTOR STRANGE
Sorcerer Supreme
(THE SOUL GEM)

BLACK PANTHER
King of the Dead

PROFESSOR XAVIER
Deceased
(THE MIND GEM)

THREE HOURS AGO.
THE NECROPOLIS AT WAKANDA.
ENKI, PALASU ANNU QUPPU!
LAPAN ANNU WARDUM ANA SIMTIM ALAKU!
ENKI, PALAS--
CH-CHUNK
YOU MAKE TOO MUCH NOISE TO BE THE MAN WHO CAPTURED ME...
SHOULD I HOLD OUT HOPE THAT YOU ARE AN ANGEL, COME TO SET ME FREE?
I'M SORRY. NO.
MY NAME IS REED RICHARDS.
I'LL BE YOUR INTERROGATOR.

I DO NOT FEAR PAIN.
WELL...I DON'T BELIEVE YOU, BUT THAT'S NOT WHAT MATTERS.
WHAT DOES MATTER, IS THAT I'M ONLY INTERESTED IN WHAT YOU KNOW--SO, IF YOU WANT, WE COULD JUST TALK.
BE-DOOP!
AND IN RETURN--AS A GESTURE OF GOOD FAITH...
...I COULD PRETEND THAT I CAN'T SEE--AND DON'T KNOW--WHAT THAT IS YOU'VE GOT HIDDEN AWAY INSIDE OF YOU.
SO WHY DON'T WE JUST TALK?
MY FRIEND--THE MAN WHO CAPTURED YOU YESTERDAY--TOLD ME YOU JUMPED HERE FROM ANOTHER WORLD...
THAT YOU ACCESSED SOME KIND OF DEVICE, AND THEN DESTROYED THE PLANET YOU CAME FROM.
I WOULD LIKE TO KNOW WHAT THAT WORLD WAS CALLED.
EARTH.
BUT SURELY A CLEVER MAN LIKE YOU KNEW THAT ALREADY.
THE DATA I'VE BEEN PROVIDED--THE FIRSTHAND ACCOUNT, YOUR BIOLOGY... OTHER THINGS--SUGGESTED THAT BEING A LIKELY CONCLUSION.
BUT TO KNOW A THING BEYOND DOUBT? NOTHING SO FAR, NOT EVEN YOUR WORDS, PROVIDES THAT ASSURANCE. AFTER ALL, YOU COULD BE DECEIVING ME...
WHY WOULD ANYONE DESTROY THEIR HOME?

I HAVE NO SUCH PLACE.
AS FOR THE PLANET'S DESTRUCTION... THE WHEEL DEMANDS ITS OFFERING.
AND THE GREAT DESTROYER ALWAYS GETS HIS DUE.
IF YOU SAY SO.
MY NOTES HERE ALSO SAY YOU KILLED YOUR COMPANION. WAS HE "AN OFFERING" ALSO? OR WAS IT SOMETHING MORE BASE...SOMETHING IN YOUR NATURE, PERHAPS?
IT'S CALLED MERCY. A MANIFOLD IS USELESS OUTSIDE ITS NATIVE UNIVERSE.
HIS DEATH WAS A GIFT, FOR THE WHEEL SHAMES THE WEAK.
HERE'S WHAT YOU NEED TO UNDERSTAND, REED RICHARDS...
WHAT I DO--EVERYTHING I DO--I DO OUT OF NECESSITY.
SO WHY DON'T YOU SIMPLY ASK ME WHAT YOU WANT INSTEAD OF TRYING TO MANEUVER ME INTO THE CONVERSATION YOU WANT TO HAVE?
VERY WELL...
WHAT I WANT TO KNOW IS, IF YOU CALL NO PLACE HOME--AND IF YOU NEED NO ONE--WHY DID THE SECURITY CAMERAS IN THIS ROOM CAPTURE YOU CRYING OUT FOR HELP, AND WEEPING IN YOUR SLEEP LAST NIGHT?
IS IT YOUR ACTIONS THAT HAUNT YOU, YOUNG LADY...OR IS IT SOMETHING ELSE?
IT BREAKS HOPE--IT CRUSHES WHAT MAKES US DECENT AND STEALS WHAT LITTLE HONOR REMAINS.
YOU HAVE... NO IDEA WHAT IS COMING.
WHY DON'T YOU TELL ME?

ONE HOUR AGO.
‹ANYTHING?›*
‹NO, MY LORD.›
‹OPEN IT.›
‹SIRE... I DON'T... I...›
*TRANSLATED FROM HAUSA.
‹SPEAK FREELY, LITTLE MOTHER.›
‹THE WALLS WERE BROKEN. BLOOD WAS SPILLED.›
‹THOUSANDS OF WAKANDANS DIED, AND OUR NATION IS NOW AT WAR...›
‹IF THE PEOPLE--IF THE QUEEN--FINDS OUT THAT WE HAVE ALLOWED... THAT MAN HERE...›
‹MY LORD... I FEAR FOR YOU.›
‹YOU SHOULD LET THAT LITTLE FEAR DIE, AND IN ITS PLACE ALLOW SOMETHING MORE SINISTER TO GROW--FEAR FOR US ALL.›
‹AS FOR THE OTHER...I WILL LEAVE THE KEEPING OF SECRETS TO YOU, DORA MILAJE.›

T'CHALLA.

WHILE HERE, THERE ARE RULES YOU MUST ADHERE TO, NAMOR.
EXCEPT FOR ME, YOU ARE TO INTERACT WITH NO WAKANDANS. DO NOT ALLOW YOURSELF TO BE SEEN. IF SEEN, DO NOT SPEAK. AND UNDER NO CIRCUMSTANCES ARE YOU TO VENTURE BEYOND THE NECROPOLIS AND INTO THE CITY.
DO YOU UNDERSTAND?

THIS MUST BE SO DIFFICULT FOR YOU.

IN SECRET, WE RULE.
I REMEMBER... YOU SAID A GATHERING SUCH AS THIS WAS A GREAT MISTAKE...YOU CALLED US FOOLS.
YOU SAID WE DIDN'T KNOW WHAT WE WERE DOING.
SO TELL ME, T'CHALLA, WERE YOU WRONG THEN...OR ARE YOU THAT DESPERATE NOW?
WHILE HERE, THERE ARE RULES YOU MUST ADHERE TO, NAMOR.
DO YOU... UNDERSTAND?
OF COURSE.
THEN IT'S TIME TO JOIN THE OTHERS.
BUT ONE LAST THING...
YOU HAVE THE BLOOD OF MY PEOPLE ON YOUR HANDS.
SO WHEN THIS IS DONE-- WHEN MY WANTS HAVE REPLACED MY NEEDS...
I'M GOING TO KILL YOU.

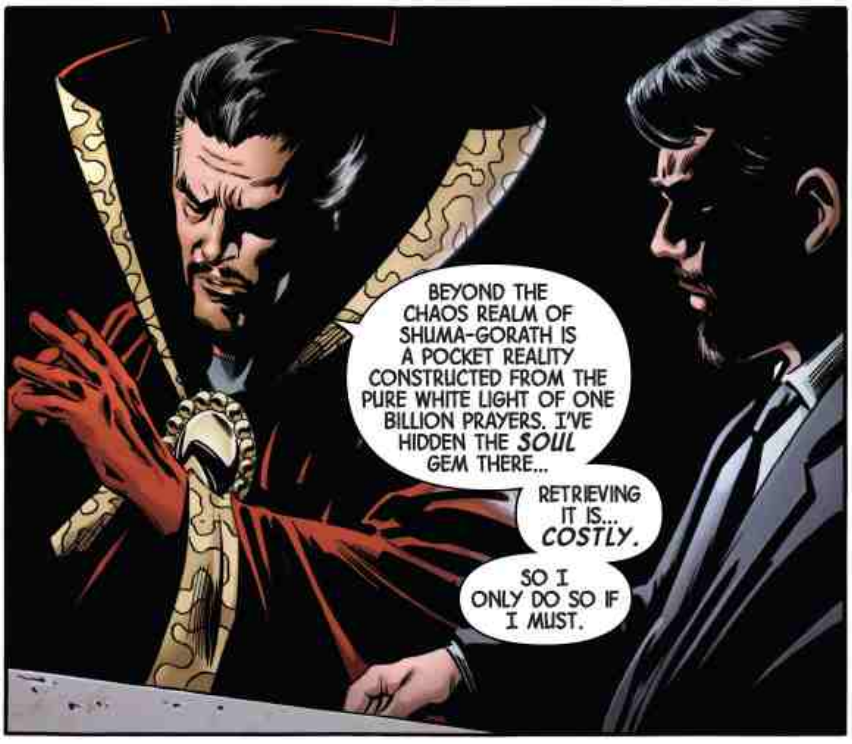
NOW.
EVERYTHING DIES.
YOU. ME. EVERYONE ON THIS PLANET.
OUR SUN. OUR GALAXY. AND, EVENTUALLY, THE UNIVERSE ITSELF.
THIS IS SIMPLY HOW THINGS ARE.
IT'S INEVITABLE...
AND I ACCEPT IT.

WHAT I WILL NOT TOLERATE--WHAT I FIND *UNACCEPTABLE*--IS THE UNNATURAL ACCELERATION OF THAT END.
WHICH IS WHY T'CHALLA SUMMONED US HERE...

AS THE UNTIMELY END OF EVERYTHING IS WHAT WE NOW FACE.

SEE, REED... THIS IS WHY YOU NEVER GET INVITED TO THE GOOD PARTIES.
MANY, MANY TIMES HAVE WE FACED THE WORLD'S END.
AND EACH TIME YOU REFUSED TO ANSWER OUR CALL--YOU REFUSED TO JOIN US...
WHAT MAKES THIS SO DIFFERENT, T'CHALLA?
THE FUTURE OF MY PEOPLE DIED IN MY ARMS YESTERDAY, STEPHEN.
WHAT FOLLOWED...IT DWARFED THAT.
THEN WHAT--
NO. BEFORE WE GET TO WHAT BROUGHT US HERE...
THERE ARE PRECAUTIONS THAT NEED TO BE TAKEN.
WE HAVE BEEN INFILTRATED BEFORE. PLAYED FOR FOOLS.
IF MATTERS ARE THIS GRAVE, I WOULD KNOW IF ONE OF YOU IS NOT WHO YOU SAY YOU ARE...
PROVE YOURSELVES.

NAMOR ISN'T WRONG.
I AGREE.
STEPHEN... TONY... WHERE ARE YOUR INFINITY GEMS?


BEYOND THE CHAOS REALM OF SHUMA-GORATH IS A POCKET REALITY CONSTRUCTED FROM THE PURE WHITE LIGHT OF ONE BILLION PRAYERS. I'VE HIDDEN THE SOUL GEM THERE...
RETRIEVING IT IS... COSTLY.
SO I ONLY DO SO IF I MUST.

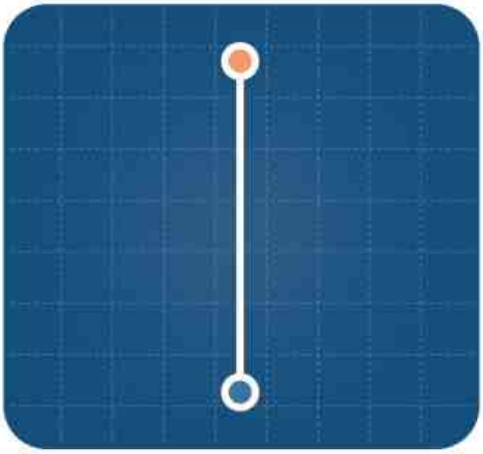
AND I LEFT MINE IN MY SOCK DRAWER.
THREE'S ENOUGH FOR VERIFICATION. LET'S GET THIS OVER WITH...

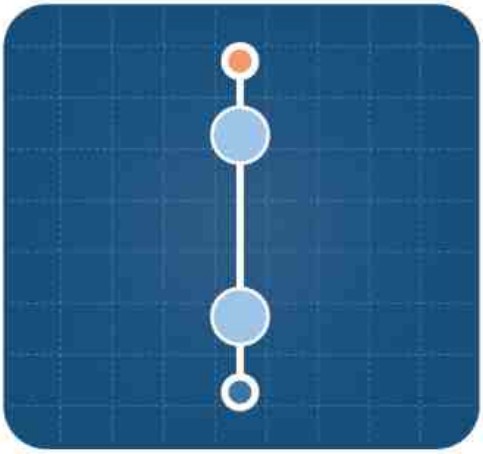
BECAUSE I'M PRETTY ANXIOUS TO FIND OUT WHAT'S PUT THE FEAR OF GOD INTO THE TWO SMARTEST PEOPLE I KNOW.
MY NAME IS TONY STARK.
I AM IRON MAN.
CONFIRMED.
CONFIRMED.
CONFIRMED.

AND BLACK BOLT IS THE MIDNIGHT KING.
RULER OF THE INHUMANS.
CONFIRMED.
CONFIRMED.
CONFIRMED.
REED RICHARDS OF THE FANTASTIC FOUR.
CONFIRMED.
CONFIRMED.
CONFIRMED.
I AM DOCTOR STEPHEN STRANGE...POSSESSOR OF THE ALL-SEEING EYE OF AGAMOTTO.
CONFIRMED.
CONFIRMED.
CONFIRMED.
THAT YOU PEOPLE HAD THE INFINITY GEMS ONLY FURTHER CONFIRMS MY WORST FEARS ABOUT THIS GATHERING OF OURS.
I SEE A FUTURE FILLED WITH REGRET.
I AM T'CHALLA. THE BLACK PANTHER.
CONFIRMED.
CONFIRMED.
CONFIRMED.
I AM NAMOR, THE SUB-MARINER.
I REGRET... NOTHING.
CONFIRMED.
CONFIRMED.
CONFIRMED.
AND I'M STEVE ROGERS, CAPTAIN AMERICA.
CONFIRMED.
CONFIRMED.
CONFIRMED.
FANTASTIC.
AND AS WE'VE ALL BEEN BRIEFED ON WHAT HAPPENED TO T'CHALLA, PERHAPS SOMEONE COULD EXPLAIN WHAT IT ALL MEANS?
REED?

"LIFE AND DEATH.

"THE BIRTH AND HEAT DEATH OF EVERYTHING LIE AT OPPOSITE ENDS ON THE TIMELINE OF THE UNIVERSE.



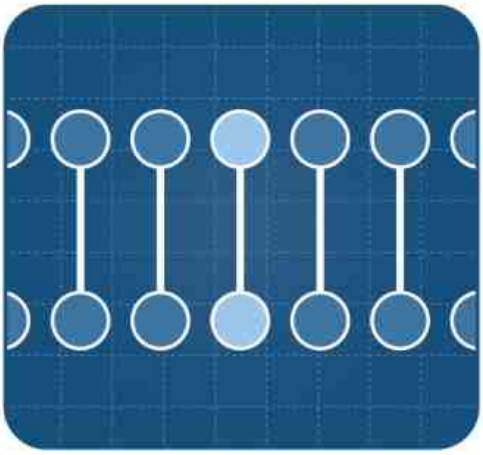


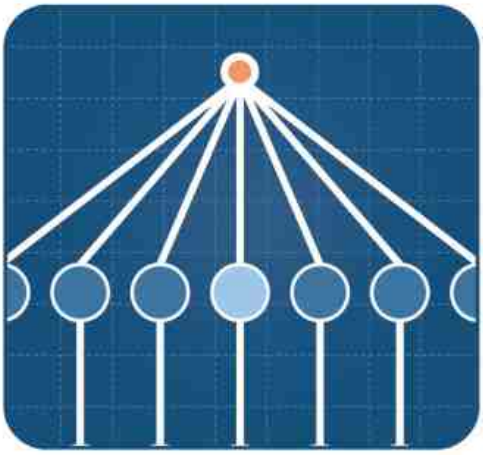
"THE BEGINNING AND END OF OUR EARTH ALSO EXISTS ON THIS TIMELINE AND, OF COURSE, FALLS WITHIN THESE TWO END POINTS.

"OUR WORLD WAS BORN AFTER THE UNIVERSE'S CREATION, AND OUR WORLD WILL DIE BEFORE THE UNIVERSE ENDS.

"WE ALSO KNOW THERE IS A MULTIVERSE OF REALITIES. AN INFINITE NUMBER OF EARTHS, INSIDE AN INFINITE NUMBER OF UNIVERSES, WHERE ANY MANNER OF DIVERGENT REALITY CAN EXIST.

"ENDLESS POSSIBILITIES...



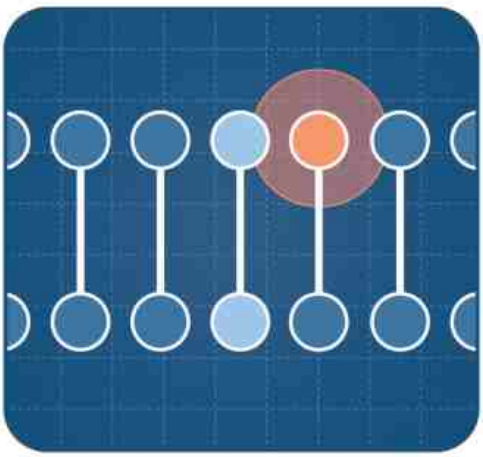


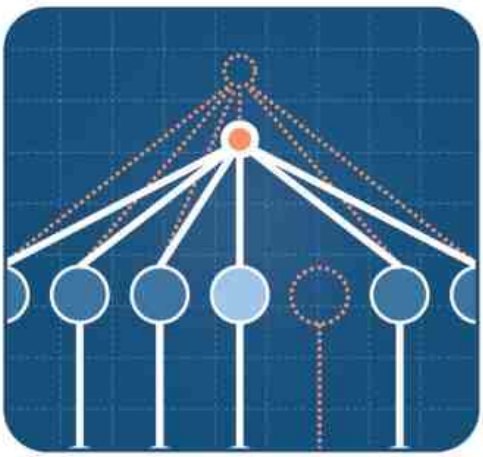
"HOWEVER, AS I MENTIONED EARLIER... ***EVERYTHING DIES.***

"SO, REGARDLESS OF HOW MANY REALITIES THERE ARE, EVENTUALLY THEY ALL END UP IN THE SAME PLACE AND IN THE SAME STATE. EXTINGUISHED AT THE END OF EVERYTHING.

"AND HERE'S WHERE OUR PROBLEM LIES.

"I'VE LEARNED THAT SOMEWHERE, ON ONE OF THESE EARTHS, AN ***EVENT*** OCCURRED THAT CAUSED THE EARLY DEATH OF ONE OF THESE UNIVERSES.



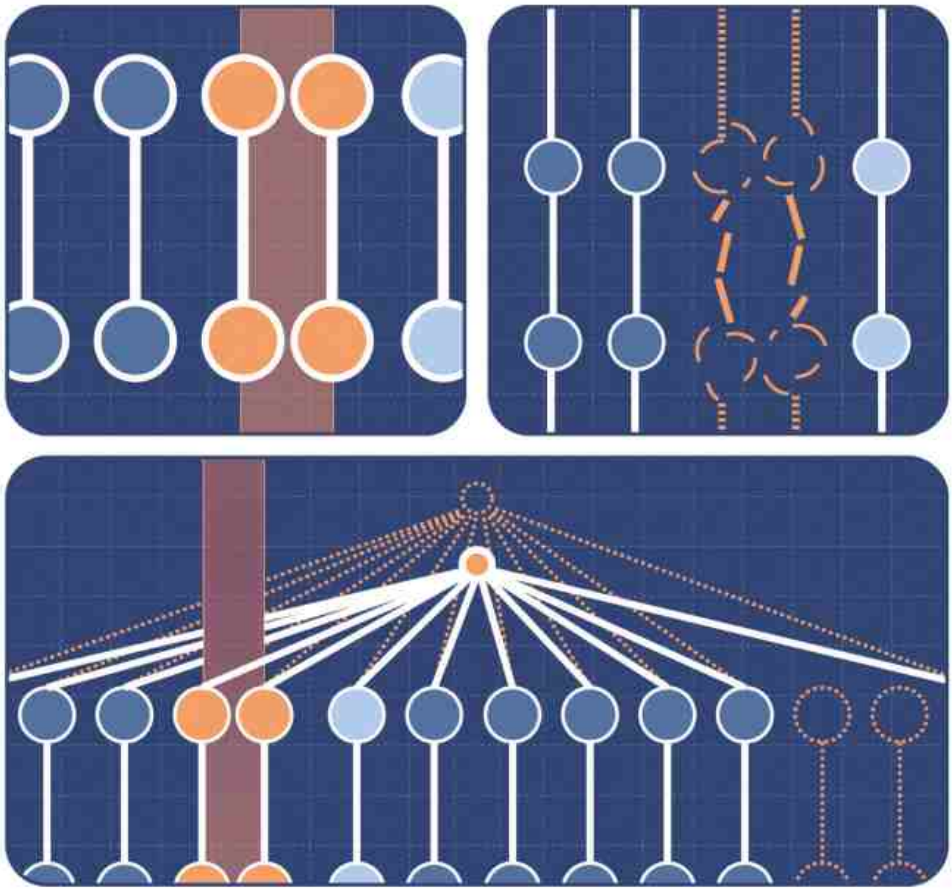


"THAT ***UNTIMELY, UNNATURAL*** EVENT THEN CAUSED A TINY CONTRACTION IN THE MULTIVERSE'S TIMELINE.

"NOW, EVERYTHING WOULD DIE EVER-SO-SLIGHTLY SOONER.

"IN ADDITION, THAT TINY CONTRACTION CAUSED TWO UNIVERSES TO SMASH TOGETHER AT THE *INCURSION POINT* OF THE INITIAL EVENT.

"AND THIS IS WHERE YOU REALLY WANT TO PAY ATTENTION... THAT *POINT* WAS *EARTH*.



"THEY TOUCHED, AND DESTROYED EACH OTHER-- TAKING THEIR UNIVERSES WITH THEM--CAUSING YET ANOTHER CONTRACTION IN THE TIMELINE.

"WHICH IN TURN ACCELERATED THE SMASHING TOGETHER OF EVEN MORE EARTHS AND THEIR RESPECTIVE UNIVERSES.

WELL THAT'S... JUST PERFECT, AND FOREBODING AS HELL.
A MULTIVERSAL APOCALYPTIC DEATH SCENARIO...SURE, I'D SAY IT'S A SITUATION THAT NEEDS HANDLING.
WE HAVE TO FIND A WAY TO STOP THIS.
OUR PROBLEM IS THAT WE HAVE TOO MANY UNKNOWNS.
WHAT'S THE SOURCE OF THE COLLAPSE? CAN THE CHAIN REACTION BE STOPPED? CAN IT EVEN BE SLOWED DOWN?
WE DO HAVE THE TECHNOLOGY THAT THE BLACK SWAN HAD ON HER PERSON.
THIS INCLUDES THE TRIGGER MECHANISM TO WHATEVER DESTROYED THE OTHER PLANET, SO THERE'S--

LET ME STOP THIS CONVERSATION RIGHT HERE.
WE ARE GOING TO HANDLE THIS EXACTLY LIKE WE NORMALLY WOULD.
WE WILL PREPARE, GATHER INTELLIGENCE, AND WHEN THE NEXT EPISODE OCCURS, USE THAT INFORMATION TO FIGURE OUT A WAY TO WIN.
BECAUSE THAT'S WHAT WE DO.

THERE'S A GOOD CHANCE THAT WON'T WORK, CAP.
WE WON'T HAVE ENOUGH TIME.
WHY NOT?
ACCORDING TO THE SWAN, THERE ARE CONSTANTS.
CALL THEM RULES.

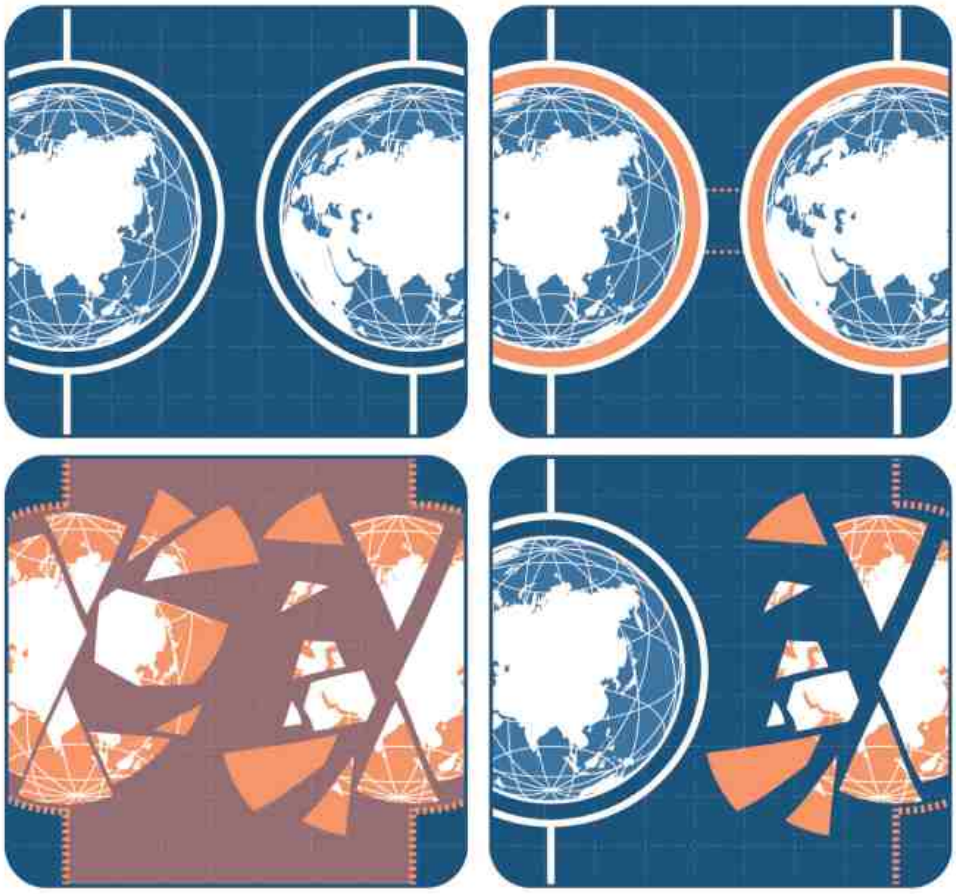
"AS I STATED EARLIER, THE TIME WHEN TWO EARTHS BEGIN TO COLLIDE IS CALLED AN ***INCURSION***, AND EVERY SINGLE ONE IS EXACTLY THE SAME.

"BEFORE THEY BEGIN, THERE IS A VERY SHORT PERIOD OF HARMONIC ALIGNMENT, WHICH IS WHAT ALLOWS THE TWO EARTHS TO EXIST IN THE SAME SPACE.

"THE SINGLE BIT OF GOOD NEWS HERE IS THAT WE SHOULD BE ABLE TO DETECT THIS, AND THEREFORE CREATE AN EARLY WARNING SYSTEM. SO, AT LEAST WE'LL KNOW WHEN ONE IS COMING.

"REGARDLESS, ONCE THE ***INCURSION*** ACTUALLY BEGINS, OUR TIME TO ACT GROWS VERY SHORT...

"AS EACH ***INCURSION*** LASTS EXACTLY 8 HOURS.



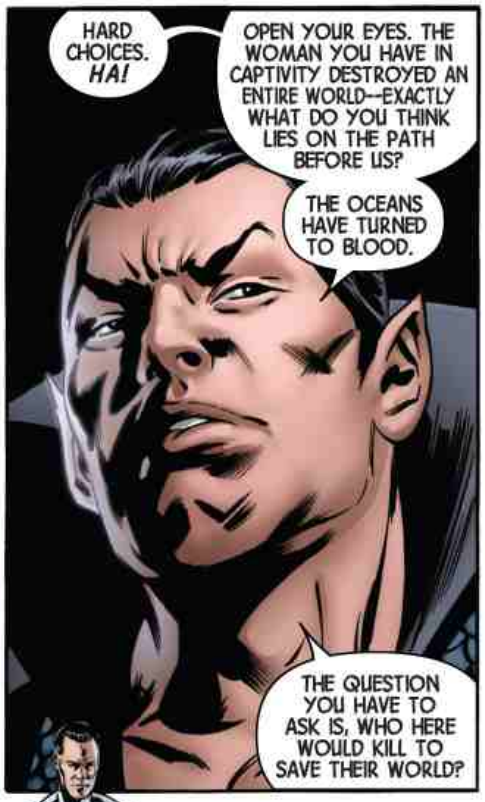
"AT THE END OF THOSE 8 HOURS, WHAT FOLLOWS IS EXTREMELY SIMPLE. EITHER BOTH WORLDS ARE DESTROYED, ALONG WITH THEIR RESPECTIVE UNIVERSES, AS THEY SMASH TOGETHER...

"...OR ONE EARTH IS DESTROYED, WHICH ELIMINATES THE INCURSION POINT BETWEEN THE TWO UNIVERSES, SPARING THEM BOTH.

"EIGHT HOURS. ONE EVENT--TWO POSSIBLE OUTCOMES."

NOW ALL OF YOU UNDERSTAND.
I DON'T ASK FOR THE COUNSEL OF OTHER MEN--I DON'T NEED IT. I HAVE ALWAYS BEEN CAPABLE OF MAKING THE IMPOSSIBLE DECISION ON MY OWN. BUT THIS--IT IS BEYOND ME OR ANY SINGLE ONE OF US.
SO HERE WE ARE, AN UNHOLY ALLIANCE THAT JUST MIGHT BE THE EARTH'S ONLY HOPE.
HELP ME SAVE MY PEOPLE. HELP ME SAVE OUR WORLD--AND THE VERY UNIVERSE ITSELF.

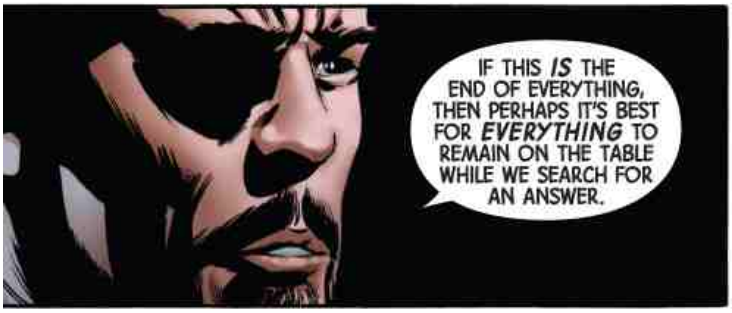
NOT UNIVERSE. UNIVERSES.
ALL OF THEM. ALONG WITH ALL THE TWISTED, BROKEN AND SHATTERED REALMS IN BETWEEN.
THE SCALE OF THIS...IS INFINITE, AND THE STAKES...
I FEAR THE HARD CHOICES WE WILL SOON FACE, MY FRIENDS.


HARD CHOICES. HA!
OPEN YOUR EYES. THE WOMAN YOU HAVE IN CAPTIVITY DESTROYED AN ENTIRE WORLD--EXACTLY WHAT DO YOU THINK LIES ON THE PATH BEFORE US?
THE OCEANS HAVE TURNED TO BLOOD.
THE QUESTION YOU HAVE TO ASK IS, WHO HERE WOULD KILL TO SAVE THEIR WORLD?

RRRUUMMBBBLEE

4

GENTLEMEN. IF WE LOSE OUR HEADS--IF WE LOSE OUR ABILITY TO THINK CLEARLY, THEN WE HAVE NO HOPE.
WE HAVE A PROBLEM THAT DEMANDS A PERFECT SOLUTION.
TO FIND THAT, WE NEED TIME, AND WE NEED TO BE ABLE TO WORK WITHOUT TETHER, WHICH MEANS SECRECY.
I CAN'T BELIEVE I'M SAYING THIS, BUT AS ABHORRENT AS IT IS...


IF THIS IS THE END OF EVERYTHING, THEN PERHAPS IT'S BEST FOR EVERYTHING TO REMAIN ON THE TABLE WHILE WE SEARCH FOR AN ANSWER.

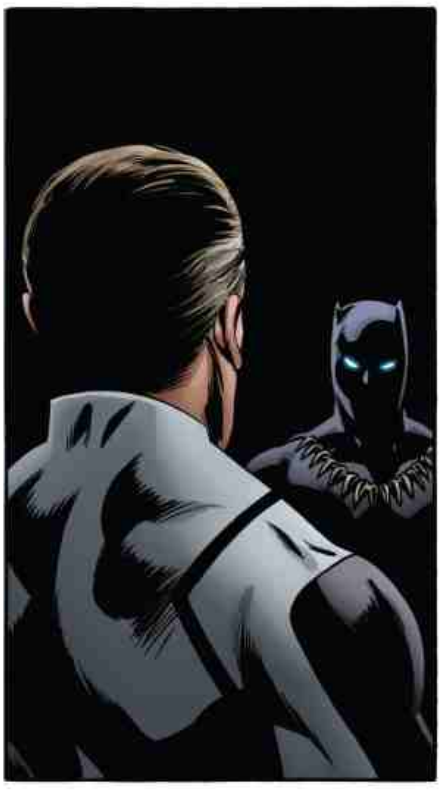
ANTHONY... WHAT THE HELL IS WRONG WITH YOU?

THESE ARE NOT THINGS LIGHTLY SAID, CAPTAIN. WE ARE--
NO.

I WILL NOT TOLERATE--I WILL NOT ALLOW--ANY TALK OF THE NECESSITY OF NECESSARY EVIL.
I HAVE SPENT MY LIFE ON THAT LINE AND EVERY TIME I'VE SEEN SOMEONE CROSS IT, DEATH AND HORROR AND SHAME WAS WHAT FOLLOWED.
SO I REFUSE TO ENTERTAIN IT...

ESPECIALLY WHEN WE DON'T HAVE TO.
OH?
4

REMEMBER?
WE HAVE SOMETHING BETTER... WE JUST HAVE TO BE WILLING TO USE IT.

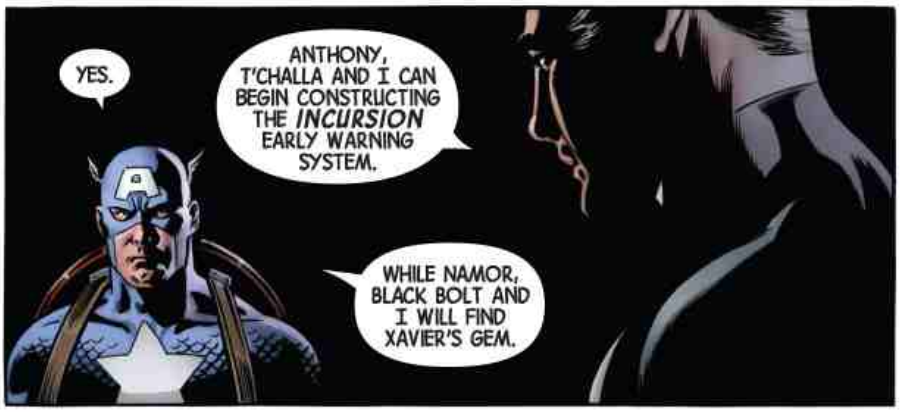


WE WOULD NEED ALL SIX OF THE GEMS TO BE SURE.

CHARLES XAVIER IS DEAD, AND THE LOCATION OF THE *MIND GEM* LOST WITH HIM.

NO. WE CAN USE THE FIVE WE HAVE TO FIND HIS--THE STONES *WANT* TO BE TOGETHER.

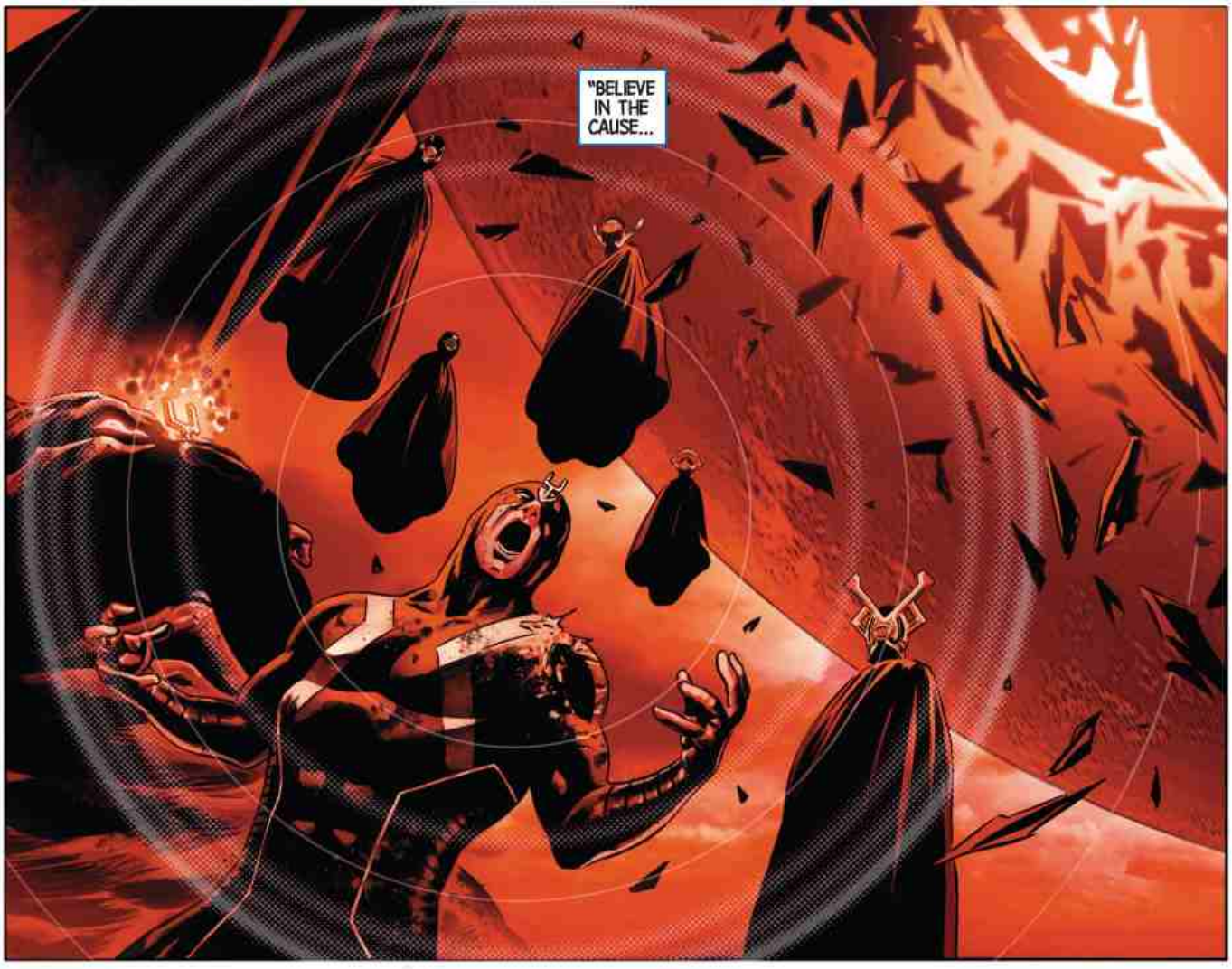
BE-DOOP
SO WE AGREE?
WE REASSEMBLE THE INFINITY GAUNTLET?


YES.
ANTHONY, T'CHALLA AND I CAN BEGIN CONSTRUCTING THE *INCURSION* EARLY WARNING SYSTEM.
WHILE NAMOR, BLACK BOLT AND I WILL FIND XAVIER'S GEM.

OKAY. GOOD.
NOW...I WANT EVERYONE TO LOOK AT ME.

YES, THIS IS MASSIVE. YES, IT IS *NIGHT*.
BUT REMEMBER, WE SHAPE THE WORLD... IT DOES NOT SHAPE US...

"IF WE DO NOT WAVER, WE CANNOT FAIL.
"YOU JUST HAVE TO BELIEVE.


"BELIEVE IN THE CAUSE...

"BELIEVE IN EACH OTHER...

"THIS IS ALL GOING TO WORK OUT.
"I KNOW IT."

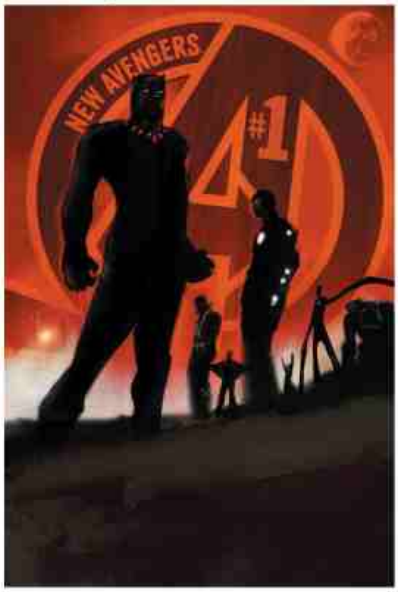
LATER.
CAP AND THE OTHERS ARE PREPARING TO LEAVE--TONY HAS BEGUN ASSEMBLING THE EARLY WARNING DEVICE.
WELL, THEN...
IT APPEARS EVERYTHING'S GOING TO WORK OUT FINE...
BUT WE KNOW BETTER THAN THAT, DON'T WE?
INFINITE WORLDS. INFINITE OUTCOMES.
IF THIS COULD EASILY BE STOPPED...IT SHOULD HAVE BEEN STOPPED.
WHICH MEANS THERE ARE TWO *MORE LIKELY* POSSIBILITIES....
RIGHT. THE PROBLEM IS SYSTEMIC--INHERENT TO THE STRUCTURE OF THE UNIVERSE--AND UNABLE TO BE CORRECTED, OR...
GO ON.
IT'S NOT. AND SOMETHING IS ACTIVELY WORKING TOWARDS THE DEATH OF EVERYTHING.

REED... WHAT ARE WE GOING TO DO IF THIS PLAN DOESN'T WORK?
TONY WAS RIGHT.
WE NEED TIME, AND WE HAVE NONE. WE NEED CHOICES...SO ALL POSSIBLE OPTIONS MUST STAY ON THE TABLE.
WE WILL TRY EVERY GOOD AND RIGHTEOUS SOLUTION WE CAN.
AND IF THOSE DON'T WORK?
THEN WE TEACH OURSELVES TO DO THE UNTHINKABLE...
IT BREAKS HOPE--IT CRUSHES WHAT MAKES US DECENT AND STEALS WHAT LITTLE HONOR REMAINS.
YOU HAVE... NO IDEA WHAT IS COMING.
WE HAVE TO LEARN HOW TO DESTROY A WORLD.

THE ASSEMBLY!

YOUR ONE-STOP NEWS SOURCE FOR ALL THINGS AVENGERS!

The hits just keep on coming with no sign of abating, and this month is no exception! The big story for January is the relaunch of **NEW AVENGERS**, now in the hands of scribe Jonathan Hickman and illustrator Steve Epting! Last time these guys got together, they killed the Human Torch and reinvented the Fantastic Four—so you can just imagine what they have in store for the Black Panther and the mysterious, clandestine Illuminati! It's only the end of not just our world, but every world—and it's coming your way twice this month to kick the series off in style!



Also back in the spotlight this month is **YOUNG AVENGERS**, getting its own sparkly new first issue (with an in-demand variant by Scott Pilgrim's Bryan Lee O'Malley!) But this isn't quite the Young Avengers that you know—creators Kieron Gillen, Jamie McKelvie, Mike Norton and Matthew Wilson have mixed in some new faces along with the old! So be on the lookout for Loki, Marvel Boy, and Miss America as well as Hulkling, Wiccan and Hawkeye—in **YOUNG AVENGERS #1**!

One of the best things about being in this business is getting letters like this one!

Dear Marvel,

The first Marvel comic I got was the Avengers. I really liked it so I started getting more. I love to draw the Marvel super heroes and they've inspired me to make my own super hero team. For this drawing, I decided to make the faces out of plasticine for a more 3-D effect. I hope you like it. Thank you.

Sincerely,
Humphrey Hamma
Portland, OR

Brilliant work, Humphrey! Thanks for sharing it with us!

We're sorry if it seems like we're beating a dead horse, but we're just so knocked out by the response to the letter we printed a few months ago from Elizabeth Snee about her injured husband that we feel like we just have to share the good vibes with everyone! Among those that offered to send care packages of comics were Scott Randel, Zac Sutton, Stephen Davidson, Rachel Ward, Joan M. McHugh, Derek Callow, Joe Gentile, Santana Arjune, John Voulieris, Michael P. Falcone, and Borja Alcaraz, heroes all! Know that they have been awarded the Imperial Crest of No-Prizedom for their gallant efforts on behalf of our injured comrade, with our thanks!

NEXT ISSUE:

AVENGERS TITLES ON SALE

UNCANNY AVENGERS #4
FINAL CONFLICT WITH THE RED SKULL'S S-MEN! AND, OH, THAT LAST PAGE!

AVENGERS ASSEMBLE #11
IT'S ALL FUN AND GAMES UNTIL SOMEBODY LOSES AN IRON MAN!

AVENGERS ASSEMBLE ANNUAL #1
THE VISION MUST MAKE A DRAMATIC CHOICE ABOUT HIS FUTURE!

AVENGERS #3
SHOWDOWN ON MARS! FEATURING EVERYBODY!

AVENGERS #4
ADAM KUBERT ILLUSTRATES AS THE SECRETS OF HYPERION ARE REVEALED!

NEW AVENGERS #1
THE RETURN OF THE ILLUMINATI!

NEW AVENGERS #2
ARE THE INFINITY GEMS THE ONLY THING THAT CAN SAVE THE EARTH?

SECRET AVENGERS #36
VENOM AND VALKYRIE INVADE THE CORE!

SECRET AVENGERS #37
FINAL ISSUE! IS DEATH THE ONLY WAY TO STOP FATHER'S DESCENDANTS?

AVENGERS ARENA #3
X-23 VS. ANNIHILATION'S CAMMI! PLUS: A BIG CHANGE FOR DARKHAWK!

YOUNG AVENGERS #1
THEY'RE BACK—BECAUSE SOMEONE HAS TO SAVE THE WORLD!

DARK AVENGERS #185
AT WAR WITH THE DEADLY DOCTOR STRANGE!

DARK AVENGERS #186
THE RETURN OF THE U.S.AGENT!

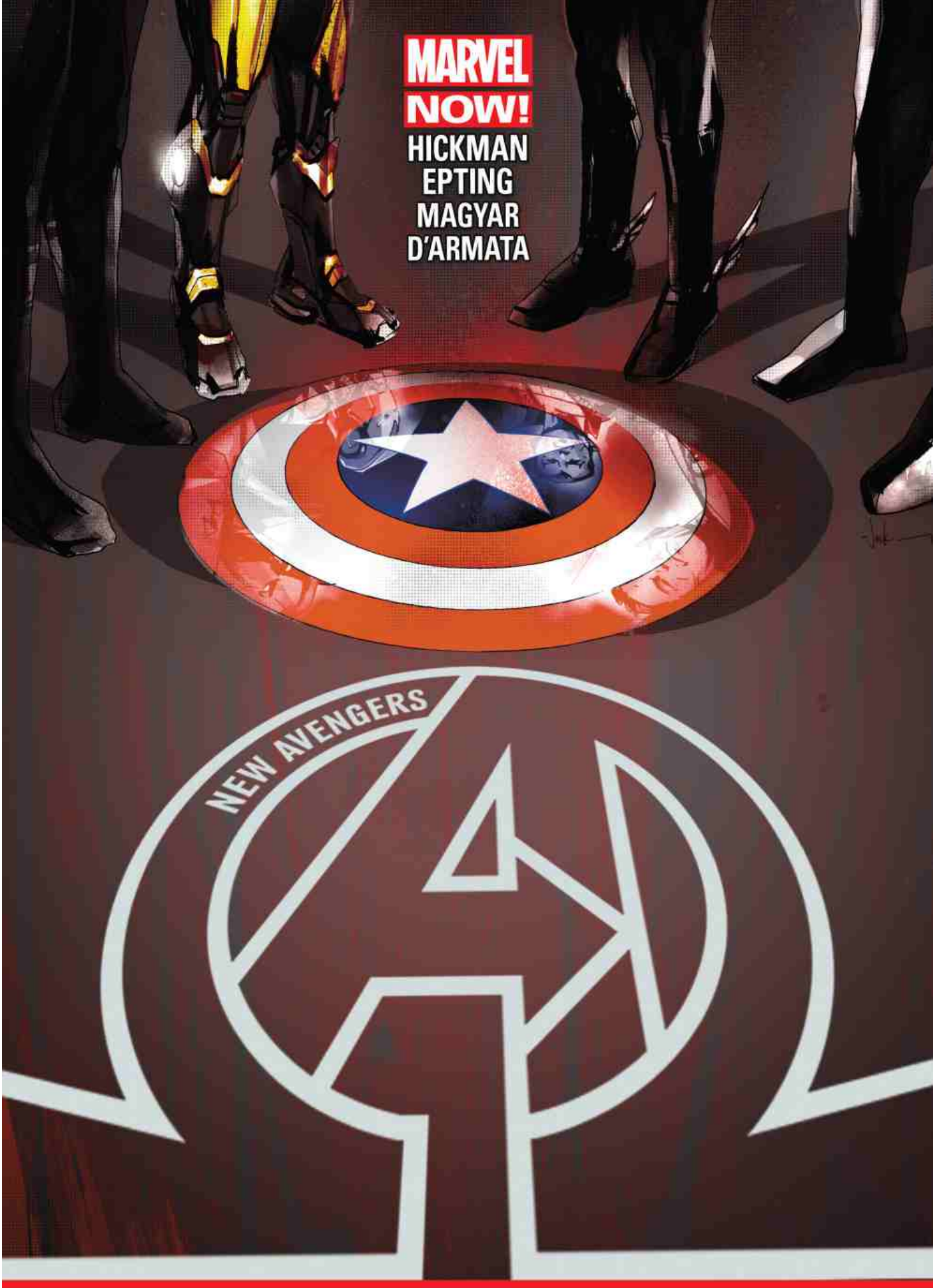
A + X #4
BEAST AND SPIDER-MAN FIND THEMSELVES IN A POST-APOCALYPTIC FUTURE, WHILE CAPTAIN AMERICA SPENDS SOME QUALITY TIME WITH QUENTIN QUIRE!

ALSO ON SALE!

MARVEL UNIVERSE vs THE AVENGERS #4

MARVEL UNIVERSE AVENGERS: EARTH'S MIGHTIEST HEROES #10

AVENGERS ASSEMBLE! E-MAIL US AT: **MHEROES@MARVEL.COM.** PLEASE MARK ALL E-MAILS **"OKAY TO PRINT"**



JOIN THE REVOLUTION

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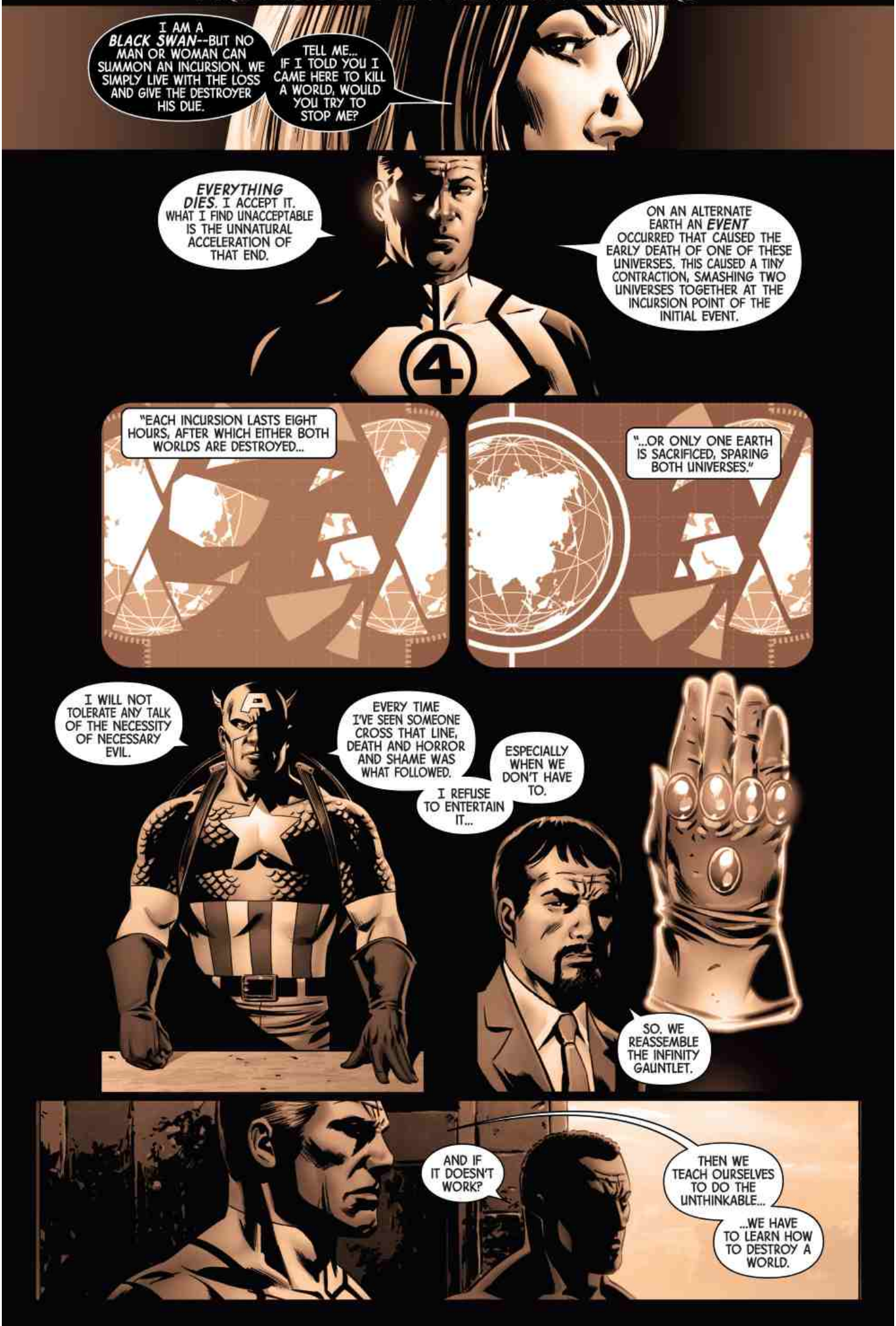
PREVIOUSLY IN NEW AVENGERS



THE ILLUMINATI

- HOLDERS OF THE INFINITY GEMS -

BLACK BOLT
Celestial Messiah

NAMOR
Imperius Rex
(THE POWER GEM)

REED RICHARDS
Universal Builder
(THE REALITY GEM)

IRON MAN
Master of Machines
(THE SPACE GEM)

CAPTAIN AMERICA
Hero of Legend
(THE TIME GEM)

DOCTOR STRANGE
Sorcerer Supreme
(THE SOUL GEM)

BLACK PANTHER
King of the Dead

PROFESSOR XAVIER
Deceased
(THE MIND GEM)

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"INFINITY"

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NEW YORK.

AS YOU KNOW, THE VARIOUS JOINT TRUSTS AND HOLDINGS THAT YOU AND YOUR COMPANIONS NOW HAVE ACCESS TO REPRESENT THE MAJORITY OF THE ESTATE.
THERE WAS, HOWEVER, ONE ADDITIONAL ITEM IN THE WILL FALLING OUTSIDE THE EXECUTOR'S PURVIEW THAT I WAS INSTRUCTED TO DISTRIBUTE PRIVATELY AND IN PERSON...
DOCTOR HENRY McCOY, CHARLES XAVIER WANTED YOU TO HAVE THIS.

OH, PROFESSOR...
LOOK WHAT'S HAPPENED TO US.

REMEMBER

I WILL HAVE BURIED THIS MEMORY DEEP WITHIN YOUR MIND, HENRY...
SO IF YOU ARE RECALLING IT, THAT MEANS YOU HAVE RECEIVED THE TRIGGER...
AND IT ALSO MEANS THAT I AM GONE.

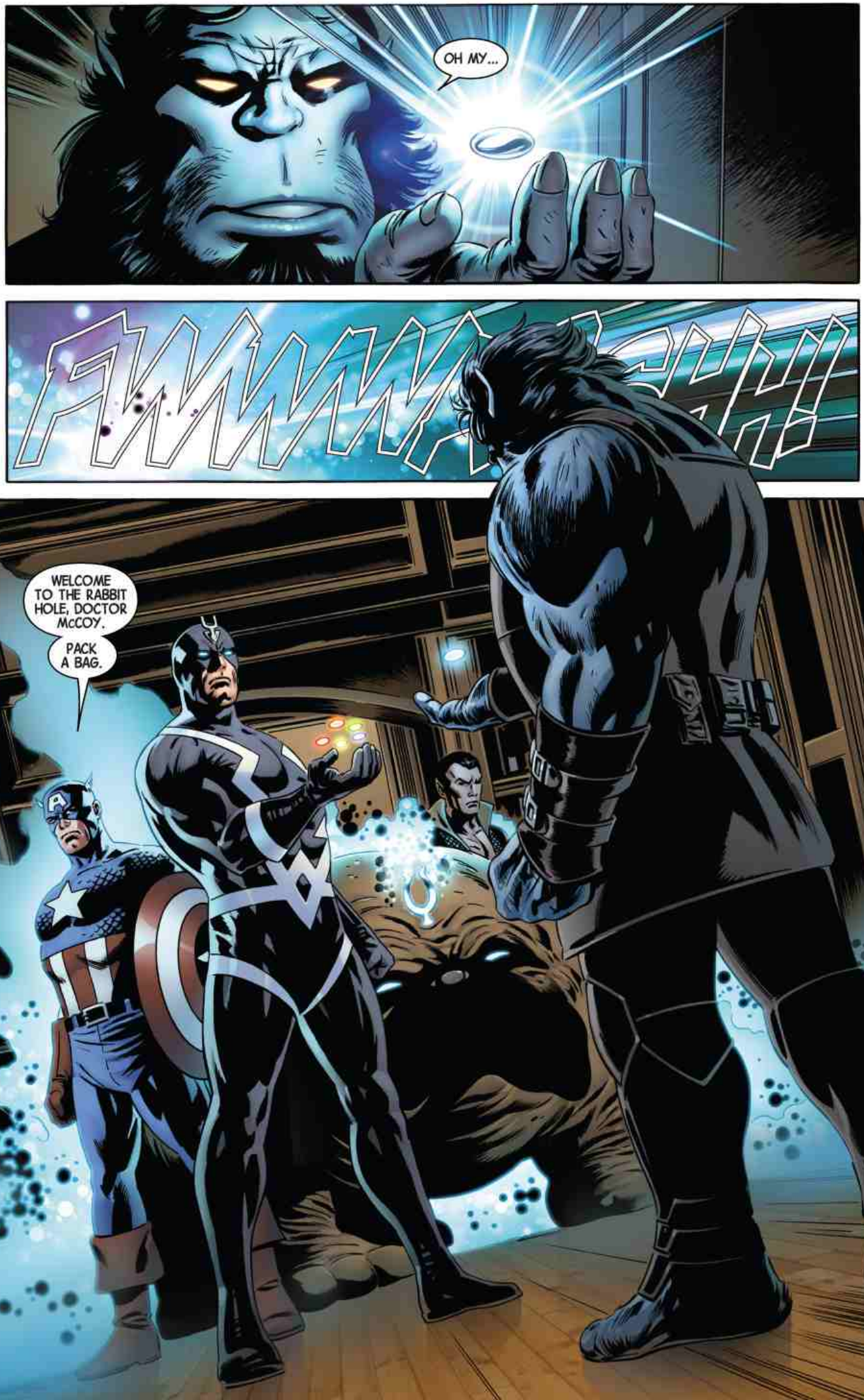
I HOPE MY END WAS NOT IN VAIN.
FWSHHH!

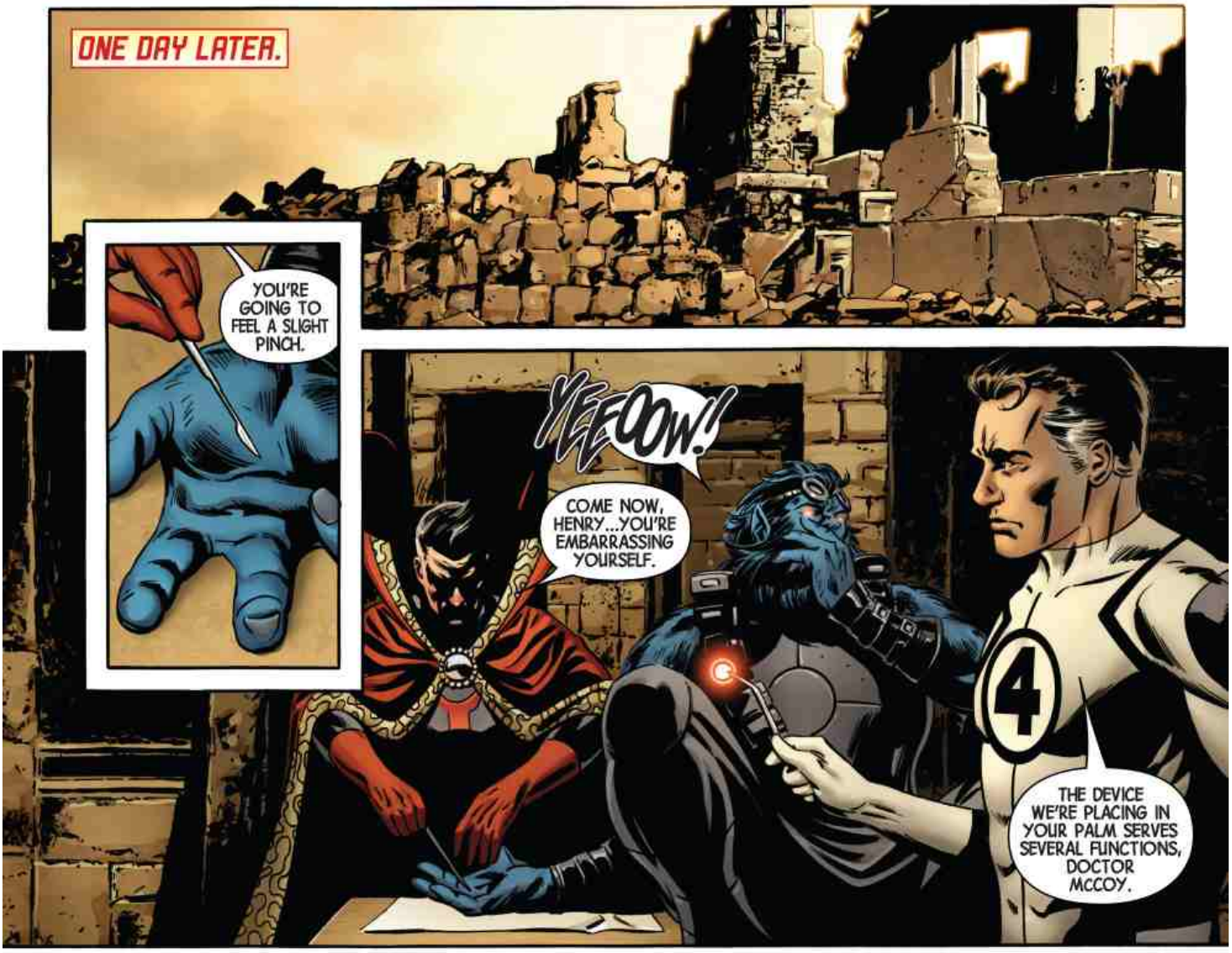
WE HAVE KNOWN EACH OTHER LONG ENOUGH THAT WE'VE OUTGROWN IDEALIZED VIEWS OF ONE ANOTHER.
YEARS AGO, YOU STOPPED BEING JUST A BRILLIANT YOUNG STUDENT AND I AM CERTAINLY NO LONGER THE WISE PROFESSOR--I'VE BEEN AS MUCH A FOOL AS ANY MAN.
THE POINT BEING, I KNOW YOU, HENRY, AND YOU KNOW ME.

I HOPE YOU UNDERSTAND THE BURDEN I AM ABOUT TO PLACE ON YOU IS THE HIGHEST PRAISE I CAN OFFER.
I ALSO HOPE YOU CAN FIND IT IN YOUR HEART TO SOMEDAY FORGIVE ME WHEN YOU FIND OUT WHAT I HAVE DONE.

INSIDE HERE ARE JOURNALS. RECORDS OF CLANDESTINE ACTIVITIES.
I HAVE BEEN PART OF SOMETHING THAT WAS BOTH NECESSARY AND UNTHINKABLE.
AND NOW, BECAUSE OF WHAT ELSE I HAVE LEFT IN HERE...SO MUST YOU.

HOW DO YOU KNOW YOU ARE SPECIAL, HENRY?
YOU ALWAYS TOLD ME I WAS.
GIFTED


OH MY...
WELCOME TO THE RABBIT HOLE, DOCTOR McCOY.
PACK A BAG.


ONE DAY LATER.
YOU'RE GOING TO FEEL A SLIGHT PINCH.
YEEOOW!
COME NOW, HENRY...YOU'RE EMBARRASSING YOURSELF.
THE DEVICE WE'RE PLACING IN YOUR PALM SERVES SEVERAL FUNCTIONS, DOCTOR MCCOY.

THE FIRST IS AS A KIND OF LIMITED COMMUNICATION DEVICE--AN ALERT SYSTEM, IF YOU WILL.
THAT'S IT, STEPHEN...YOU CAN CLOSE HIM UP NOW.

IT WILL BROADCAST CERTAIN SIMPLE COMMANDS TO EACH OF US. RUN. FIGHT. ASSEMBLE. AND SO ON...
ASSEMBLE. YOU SAY? FUNNY THAT, BECAUSE I DON'T EVER REMEMBER ACTUALLY AGREEING TO JOIN UP WITH THIS LITTLE CABAL.
I'VE HEARD WHAT YOU'VE HAD TO SAY, AND...
I DON'T KNOW IF I SHOULD BE HERE.

THE BEAST MAKES A GOOD POINT, RICHARDS. WE SHOULD TAKE WHAT WE NEED AND SEND HIM ON HIS WAY.
THIS ONE LACKS THE CONSTITUTION FOR HARD DECISIONS.
THE PROFESSOR LEFT THE GEM FOR ME--ME, NOT YOU, NAMOR.
HE DID IT FOR A REASON.

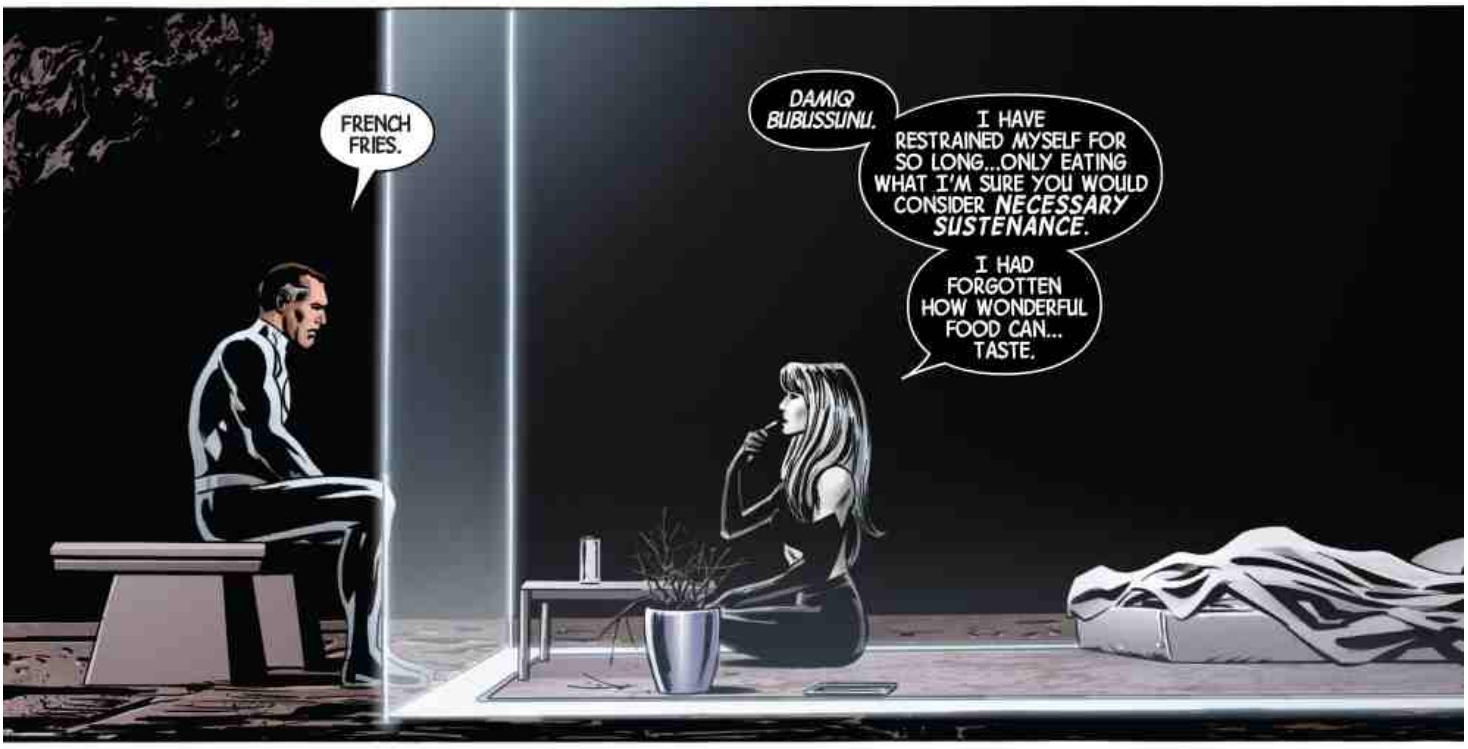
I KNOW. JUST LIKE I KNOW CHARLES WOULD BE HERE IF HE WERE STILL ALIVE...WHICH IMPLIES HE MEANT FOR YOU TO TAKE HIS PLACE.
HE MARKED YOU, HENRY, JUST AS WE HAVE.
THAT DEVICE IN YOUR PALM WILL ALSO ACT AS A MULTIVERSAL HOMING BEACON, ENABLING US TO FIND YOU...NO MATTER IF YOU'RE IN THIS PLANE OR ANOTHER.

FINALLY, IT TIES INTO THIS...OUR EARLY WARNING SYSTEM WHICH SHOULD DETECT THE BEGINNING OF AN *INCURSION*.
WE'LL BE THE FIRST TO KNOW IF THE WORLD IS ENDING, T'CHALLA?
IT'S READY NOW, REED.
THEN LET'S TEST IT.
BE-DOOP!

WELL, THAT WORKS...
SO WHAT NOW?

NOW WE WAIT FOR ANOTHER APOCALYPSE.
AND HOPE LIKE HELL YOUR IDEA WORKS.

LATER.
WHAT ARE THESE CALLED AGAIN?


FRENCH FRIES.
DAMIQ BUBUSSUNU.
I HAVE RESTRAINED MYSELF FOR SO LONG...ONLY EATING WHAT I'M SURE YOU WOULD CONSIDER *NECESSARY SUSTENANCE*.
I HAD FORGOTTEN HOW WONDERFUL FOOD CAN... TASTE.

WELL, IT'S GOOD TO INDULGE YOURSELF FROM TIME TO TIME...
MAKES YOU FEEL ALIVE...MAKES YOU REMEMBER YOU'RE HUMAN.

FEH!
I AM YOUR PRISONER, SO I CAN ONLY EAT WHAT YOU PROVIDE...THAT MAKES THIS DISTRACTION--THIS WEAKNESS--YOURS AND NOT MINE, REED RICHARDS.
WE SHOULD FOCUS ON THE COMING DEATH OF YOUR WORLD.
HAVE YOU DECIDED ON MEEKNESS, ACCEPTING YOUR END, OR WILL YOU PREPARE AN OFFERING?
CONSIDER *THESE THINGS* INSTEAD OF... INDULGENCES.

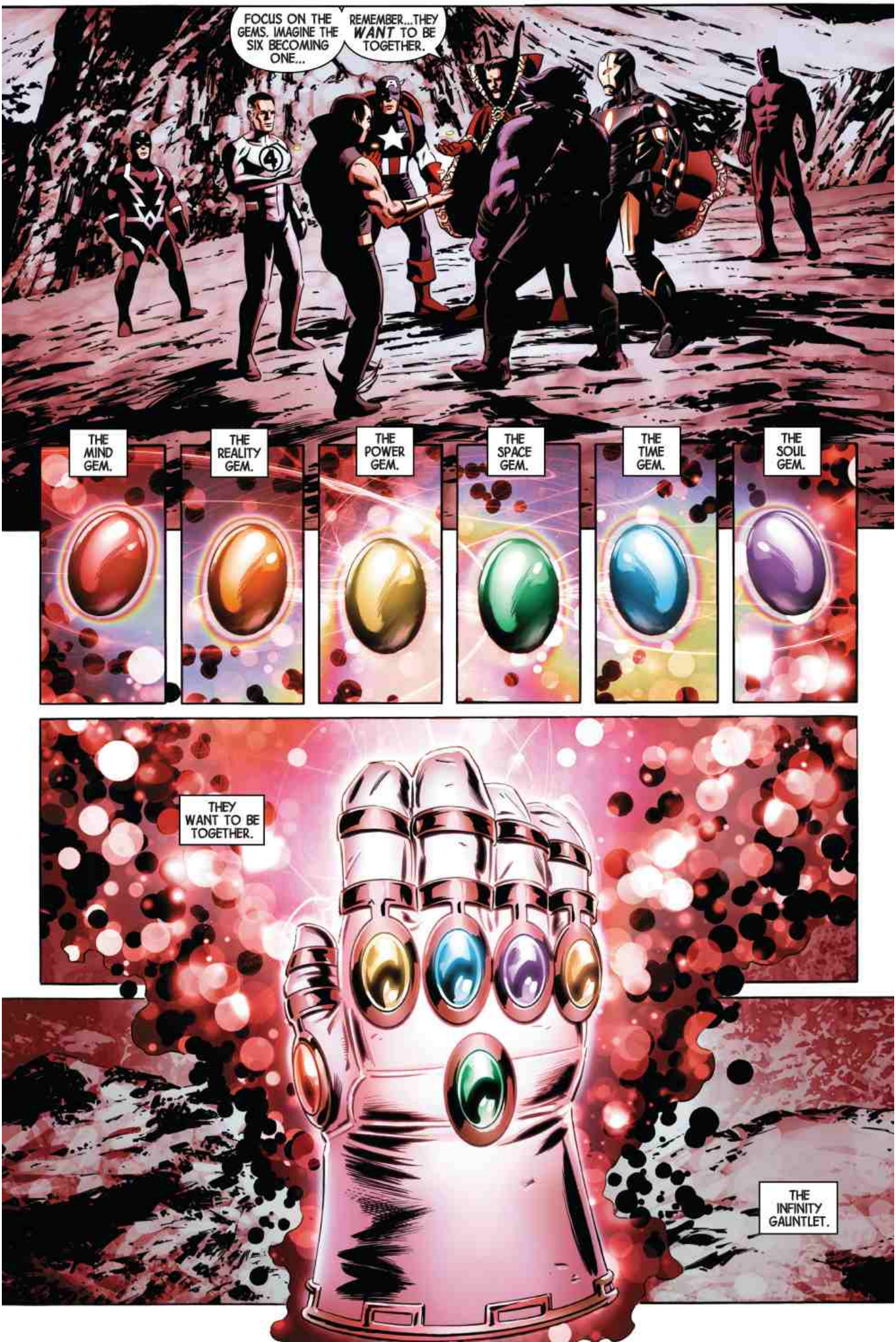
ALL I THINK ABOUT ARE *THOSE THINGS*.
WE HAVE A PLAN.

A PLAN? TELL ME OF YOUR PLAN.
TELL ME, AND I WILL TELL YOU HOW FOOLISH IT IS.
WE HAVE THE INFINITY GEMS AND WE MEAN TO USE THEM TO REFORM THE INFINITY GAUNT--
WHAT ARE THESE... INFINITY GEMS?
THEY ARE ARTIFACTS OF IMMENSE POWER. THERE ARE SIX OF THEM. THE POWER GEM, THE TIME GEM, THE--
AH! YOU MEAN INA ABANAYYARTU...
THE STONES.
THIS IS A GOOD PLAN.
THE STONES WILL NOT WORK OUTSIDE THEIR NATIVE UNIVERSE, SO THEY HAVE LIMITATIONS.
BUT THE STONES WILL BUY YOU TIME.
THEN IT WILL BE ENOUGH.
SEE IF YOU FEEL THAT WAY WHEN YOUR TIME RUNS OUT.
...
I THINK WE'RE DONE FOR TODAY.
VERY WELL. THANK YOU FOR THE FRENCH FRIES, REED RICHARDS...THEY MADE EVERYTHING SO MUCH BETTER.
THE WORLD, SO MUCH BRIGHTER.
I PITY THE THINGS YOU CLING TO--THINKING THIS PROBLEM IS ONE THAT CANNOT BE SOLVED.
I DO NOT BELIEVE IN THAT.
YOU PITY ME? I PITY YOU.
THINKING YOU HAVE SOME SAY IN HOW ALL THIS ENDS.

ONE DAY LATER.
TWO DAYS LATER.
THREE DAYS LATER.
FOUR DAYS LATER.
RABUM ALAL.

GILGIT-BALTISTAN, PAKISTAN. NOW.
FWASSH!
WE'RE HERE. SPREAD OUT AND...
WAIT... I DON'T SEE ANYTHING.
DURING THE EVENT IN WAKANDA, I TRIED TO JUMP US CLEAR, BUT THE INCURSION WALL PREVENTED IT.
I BELIEVE THE SAME WOULD HOLD FOR JUMPING IN-- IT'S HERE SOMEWHERE.
YES, I'M REGISTERING THE CORRECT HARMONICS, BUT--
I WAS GETTING TO IT. AH...
TIGHTEN THE BEAM.
"THERE! FORTY YARDS UP THE FACE OF THE MOUNTAIN."
LESS THAN SEVEN HOURS UNTIL COLLAPSE. WE'LL HAVE TO GET FASTER AT THIS.
06:37:45
I'VE FOUND THE WALL EDGE.

"I'M GOING IN."
MY GOD, IT'S ALMOST TOO MUCH...
AT THIS RANGE THERE SHOULD BE SOME ATMOSPHERIC DISTURBANCE. AT THE VERY LEAST MASSIVE WEATHER DISTORTION...INSTEAD IT'S...IT'S...
SERENE. QUIET. ALMOST LIKE THE WORLD HAS ALREADY SURRENDERED.
IT'S THE PHYSICS OF IT THAT'S INTERESTING. IF THE NORMAL LAWS DON'T APPLY, IT COULD BE HELPFUL. PRESENT MORE POSSIBILITIES.
BUT THAT'S FOR LATER... NOW, WE GET TO WORK.


FOCUS ON THE GEMS. IMAGINE THE SIX BECOMING ONE...
REMEMBER...THEY WANT TO BE TOGETHER.
THE MIND GEM.
THE REALITY GEM.
THE POWER GEM.
THE SPACE GEM.
THE TIME GEM.
THE SOUL GEM.
THEY WANT TO BE TOGETHER.
THE INFINITY GAUNTLET.

THE MOON.
UL'HUAT PRIME.
TITAN.
WHAT NOW?
WE IMPLEMENT YOUR PLAN AND USE THE GAUNTLET TO PUSH THE OTHER EARTH--THE OTHER UNIVERSE--AWAY.
AND WHO WIELDS IT?
YOU DO.
FOR THIS, MAYBE IT WOULD BE BETTER IF YOU, REED OR T'CHALLA WER--
NO. THIS STRATEGY WAS YOURS, AND THE GAUNTLET ACTS AS AN EXTENSION OF WILL.
YOU CANNOT MAKE AN IDEA REAL IF YOU DON'T FIRST BELIEVE IN IT.
WHAT RIDICULOUS NONSENSE.
NO. IT ISN'T.
PUT IT ON, STEVE.
SAVE THE WORLD...

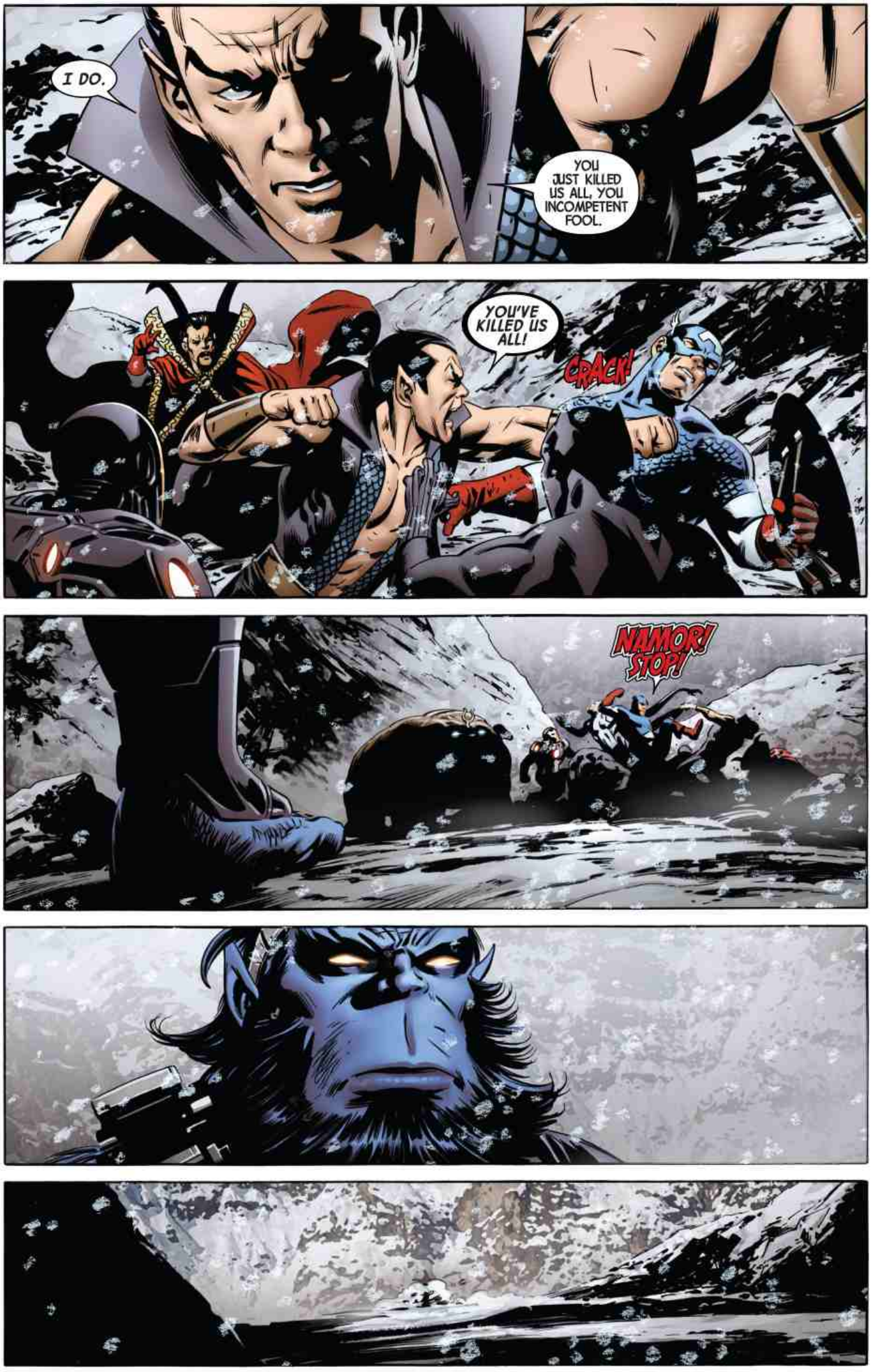
OKAY.
STAND BACK...
AHHH!
POWER.
SO MUCH... POWER.
I CAN CONTROL THE HEAVENS...I CAN CONTROL THE EARTH.
THEN DO IT!
SEND IT BACK.

THAT EARTH IS LIKE AN ISLAND BREAKING THE SURFACE OF AN OCEAN. HE'S LITERALLY PUSHING AN ENTIRE UNIVERSE HIDDEN FROM US...AND, MY GOD, AMAZING...I THINK IT'S WORKING...
IT'S SLOWING DOWN.
IT WON'T BE ENOUGH TO STOP IT...
STEVE! YOU HAVE TO PUSH IT AWAY! YOU HAVE TO SEND IT BACK TO END THE INCURSION!
RRAARRRRRR!
IT'S GOING TO WORK. HE'S DONE IT.
YES, BUT.. BUT...CAN YOU FEEL THAT?
SOMETHING'S NOT RIGHT. SOME VIBRATION. FEEDBACK...

THE MIND GEM.
THE REALITY GEM.
THE POWER GEM.
THE SPACE GEM.
THE TIME GEM.
THE SOUL GEM.
SHATTERED.
SHATTERED.
SHATTERED.
SHATTERED.
GONE.
SHATTERED.

WHAT WAS THAT?
WHAT JUST HAPPENED?

THEY'RE GONE.
I GAVE IT ONE FINAL PUSH AND THE SKY SNAPPED BACK AND...AND...
THEY'RE JUST GONE.
I DON'T KNOW WHAT HAPPENED.


I DO.
YOU JUST KILLED US ALL, YOU INCOMPETENT FOOL.
YOU'VE KILLED US ALL!
CRACK!
NAMOR! STOP!

NECROPOLIS.
LATER.
EVERYONE'S READY TO RECONVENE.
WE'VE BEEN SCREAMING AT EACH OTHER FOR HOURS, AND I JUST...
WELL, IT'S PEACEFUL OUT HERE.
THIS IS SOME PLACE.
NECROPOLIS IS A CITY POPULATED BY THE SPIRITS OF NOBLE WARRIORS WHO NEVER KNEW DEFEAT.
IT'S YOUR KIND OF PLACE.
WE HAVE TO GO.
IT'S TIME.
HOLD ON A SECOND.
I KNOW I'M LOCKED INTO SEEING THINGS AS BLACK AND WHITE, T'CHALLA-- THAT'S JUST WHO I AM. BUT THE WAY THINGS ARE GOING IN THERE...WHERE THE DISCUSSION IS HEADED...
EXPLORING ALL AVENUES... KEEPING OUR OPTIONS OPEN...
THEY'RE GOING TO DO IT. THEY ARE GOING TO TALK THEMSELVES INTO COMPROMISING WHAT WE'RE SUPPOSED TO BELIEVE IN FOR EXPEDIENCY. JUST BECAUSE WE'RE DESPERATE, AND JUST BECAUSE IT'S EASY.
IT'S WRONG.
I'M NOT GOING TO JUST SIT THERE AND WATCH IT HAPPEN. I CAN'T.
SO BEFORE WE GO BACK IN THERE I NEED TO KNOW SOMETHING...
ARE YOU WITH ME?
WHEN HAVE YOU EVER KNOWN ME NOT TO DO THE RIGHT THING?

10 MINUTES LATER.
I'M SORRY.
I WANTED TO SAY THAT BEFORE WE GET STARTED.

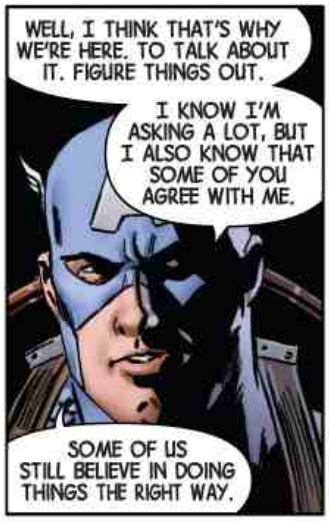
I KNOW THAT TEMPERS ARE HIGH, AND I KNOW THE REASON FOR THIS MAY VERY WELL BE MY INABILITY TO USE THE GAUNTLET PROPERLY.
BUT...WELL, MAYBE I COULD HAVE DONE SOMETHING DIFFERENTLY, BUT IT'S TOO LATE AND WE ALL HAVE REGRETS.

BUT I ALSO WANT YOU TO KNOW, IN SPITE OF ALL THE STRONG FEELINGS, WHERE WE ARE NOW IS THE SAME PLACE AS THE LAST TIME WE HAD THIS DISCUSSION.
THERE'S NO DIFFERENCE EXCEPT WE'VE HAD A SUCCESS--WE STOPPED AN INCURSION.

I'M SORRY, CAPTAIN... BUT I DISAGREE.
THERE IS A DIFFERENCE. WE'VE LOST THE INSTRUMENT THROUGH WHICH WE FOUND SUCCESS. THE GAUNTLET IS GONE, AND NOW WE HAVE NOTHING.
TELL ME, WHAT HAPPENS IF THERE'S ANOTHER INCURSION TEN MINUTES FROM NOW?

I BELIEVE WE'LL FIND A WAY TO STOP IT.
AND WE'LL DO IT WITHOUT SACRIFICING WHO WE'RE SUPPOSED TO BE.

THAT'S JUST ANOTHER WAY OF SAYING, *I HOPE*, AND TODAY--AFTER WHAT WE'VE SEEN--HOW COULD I POSSIBLY FIND COMFORT IN THAT.


WELL, I THINK THAT'S WHY WE'RE HERE. TO TALK ABOUT IT. FIGURE THINGS OUT.
I KNOW I'M ASKING A LOT, BUT I ALSO KNOW THAT SOME OF YOU AGREE WITH ME.
SOME OF US STILL BELIEVE IN DOING THINGS THE RIGHT WAY.

ISN'T THAT RIGHT, T'CHALLA?
NO.

BUT YOU SAID...

I TOLD YOU I WOULD DO THE RIGHT THING. HOW I FEEL--MY PERSONAL DESIRES--MEAN NOTHING. MY PEOPLE ARE EVERYTHING.
IN THIS, I AM NOT A MAN. I AM A NATION.
AND I WILL DO WHATEVER IT TAKES.

AND YOU, BLACK BOLT? IS YOUR CROWN HEAVY AS WELL?

WHAT DID YOU EXPECT, ROGERS?
THE PRESERVATION OF YOUR SOUL AT THE EXPENSE OF *EVERYTHING* WE HOLD DEAR?

WHAT ABOUT YOU, HANK?
CAN YOU STILL FIND HUMANITY IN THAT GIANT HEART OF YOURS?
WELL, FAR BE IT FROM ME TO ACT OBSTINATE IN THE FACE OF THE HISTORY YOU GENTLEMEN SHARE.
BUT ARE YOU SERIOUSLY ASKING A MUTANT WHAT HE'S PREPARED TO DO TO STAVE OFF EXTINCTION?
STEVE, IF I MAY.
YOUR DEMEANOR UNDERMINES THE CASE YOU'RE MAKING...
YOU'RE ACTING LIKE THE DECISIONS WE'RE FACING AREN'T DIFFICULT FOR US AS WELL.
IT'S, WELL, QUITE INSULTING.
YOU WILL LOSE YOURSELF IN THIS, REED.
YOU'LL WAKE UP ONE DAY AND HAVE NO IDEA WHO IS LOOKING BACK AT YOU IN THE MIRROR.
YOU SEEM SURPRISED THAT I WOULD BE WILLING TO SACRIFICE MYSELF FOR MY FAMILY.
WHY?
I'M SORRY...
BUT I WON'T ALLOW THIS TO HAPPEN.
I KNOW YOU PEOPLE.
YOU'RE GOING TO BUILD A MACHINE OR SOME KIND OF WEAPON WITHOUT THINKING IF YOU SHOULD--JUST BECAUSE YOU MIGHT NEED IT.
AND THEN THE DEBATE WILL TURN FROM SHOULD WE BUILD THIS, TO UNDER WHAT DOOMSDAY SCENARIOS IS IT ACCEPTABLE TO USE THE THING?
AND THEN SLOWLY, ONE BY ONE, YOU'LL CONVINCE YOURSELVES.
WE'RE DOING THIS FOR THE RIGHT REASONS.
THERE'S NO OTHER CHOICE.
IT'S THE LESSER OF TWO EVILS.
ISN'T THAT RIGHT, *BROTHER?*
DAMMIT, STEVE.
WHY DO YOU ALWAYS HAVE TO BE THIS WAY?
I'M SORRY...
I'LL FIND SOME WAY TO MAKE THIS RIGHT.
WHAT?
DO IT, STEPHEN.

I'M SORRY, CAPTAIN...WE HAVE NO CHOICE.
YOU WERE NEVER HERE.
YOU WILL REMEMBER NONE OF THIS.

"YOU PITY ME?

"I PITY YOU.
"THINKING YOU HAVE SOME SAY IN HOW ALL THIS ENDS."

THE ASSEMBLY!

YOUR ONE-STOP NEWS SOURCE FOR ALL THINGS AVENGERS!

The Marvel Now! train just keeps on a-chuggin' this month, with the debut of the all-new **SECRET AVENGERS #1**! It's a brand-new team with a brand-new mission as creators Nick Spencer and Luke Ross guide Nick Fury and Phil Coulson in assembling a crew of operatives for global missions so secret, even the heroes themselves can't know about them! If you loved the Black Widow sequence in the AVENGERS film (and, let's face it, who didn't?) then this is the book for you!

Two other Now! titles debuting this month that might be of interest to Avengers aficionados: Valkyrie and Misty Knight form the nucleus of a female-focused super-team in **FEARLESS DEFENDERS #1** by Cullen Bunn and Will Sliney! And the gone-but-not-forgotten Brian Michael Bendis teams with Steve McNiven to reveal the origin of Star-Lord in **GUARDIANS OF THE GALAXY #0.1**! And both series come with the certified Avengers seal of approval!

You know what comic not enough of you are reading? **AVENGERS ASSEMBLE**! Want to know why you should? Here's a taste:

Dear Ms. DeConnick and Mr. Caselli,

I have just finished AVENGERS ASSEMBLE #9 and wanted to write to you immediately, partly because although I've never written to a comic before I wanted to contact you and show my appreciation, and partly to offer my hand in marriage to one or both of you, whatever you prefer.

AVENGERS ASSEMBLE #9 is the most perfect comic I've read since NEXTWAVE. I've been a huge fan of the Avengers for a while now, and Tony Stark in particular and his appearance in this was an absolute joy to read. Everyone was note-perfect, actually, and it's so rare, I think, to read a comic that's just so much fun and works the team dynamic so well. It's fantastic that Marvel isn't afraid to embrace the lighter side of super-heroics. I read it straight through three times, and then showed it to everyone else I met for the rest of the afternoon.

Thanks for such a great comic, and I can't wait to read issue #10!

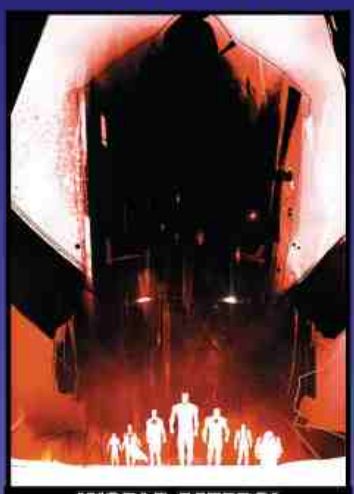
Olivia,
London, UK

And to close us out for the month, let's do another installment of Avengers Cosplay! This is Avengers fan Jason Childers rocking an outstanding classic Hawkeye outfit!

Photo by Judy Stephens for Marvel.com

There's no denying it, Jason—purple is definitely your color!

NEXT ISSUE:



WORLD EATERS!

AVENGERS TITLES ON SALE

AVENGERS #5
THE ORIGIN OF SMASHER!

AVENGERS #6
REVEALED! THE SECRET OF CAPTAIN UNIVERSE!

AVENGERS ARENA #4
THE RUNAWAYS VS AVENGERS ACADEMY!

AVENGERS ARENA #5
MAYHEM AMONGST THE BRADDOCK ACADEMY!

AVENGERS ASSEMBLE #12
THE BLACK WIDOW'S LEDGER!

DARK AVENGERS #187
ESCAPE FROM KING THING'S TORTURE PIT!

NEW AVENGERS #3
THE RETURN OF THE ILLUMINATI!

SECRET AVENGERS #1
WE'D TELL YOU, BUT YOUR SECURITY CLEARANCE ISN'T HIGH ENOUGH!

UNCANNY AVENGERS #5
OLIVIER COIPEL! AND THREE NEW MEMBERS!

YOUNG AVENGERS #2
PARENTAL STRIFE! PLUS THE UNCANNY AVENGERS!

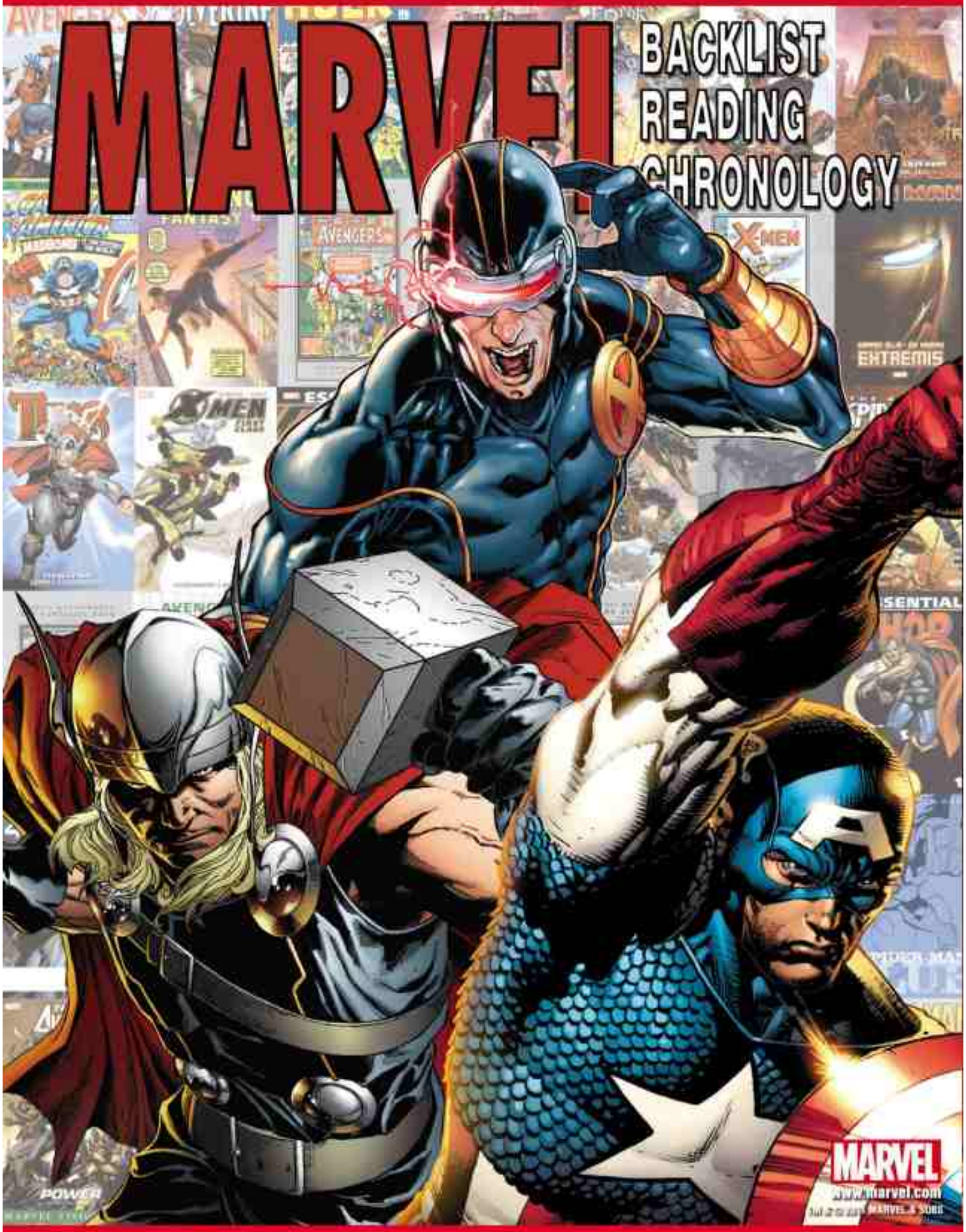
A + X #5
IRON MAN AND THE BEAST! IRON FIST AND DOOP!

ALSO ON SALE!

MARVEL UNIVERSE AVENGERS: EARTH'S MIGHTIEST HEROES #11

AVENGERS ASSEMBLE! E-MAIL US AT: **MHEROES@MARVEL.COM.** PLEASE MARK ALL E-MAILS **"OKAY TO PRINT"**

FOR A LISTING OF MORE MARVEL COLLECTIONS, DOWNLOAD



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And stay tuned to the Marvel App for more amazing collection releases.

To find a comic shop near you visit www.comicshoplocator.com

ZONE